

THE LAW OFFICES OF
O'CONNELL & SMITH, P.A.

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THOMAS P. O'CONNELL
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June 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Flowers And Dreams, Inc.

Dear Sir or Madam,

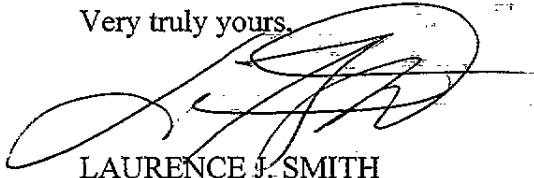
With reference to the above corporate name, enclosed please find:

1. Original and one copy of the Articles of Incorporation; and
2. A check in the amount of \$122.50 to cover the filing fee, certified copy fee and designation of registered agent.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courtesy.

Very truly yours,



LAURENCE J. SMITH

LJS:jks
encl.

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DIVISION OF CORPORATIONS
98 JUN 11 AM 11:44

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ARTICLES OF INCORPORATION

OF

FLOWERS AND DREAMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation hereby formed under these Articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as: Flowers And Dreams, Inc.

ARTICLE II

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, repeal, its By-Laws, not inconsistent with Law and its Certificate of Incorporation, for the exercise of its affairs, and property; the transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings of its shareholders and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the resident agent for service of process providing the number of the aforementioned shall never be less than three (3). That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable general corporate laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.
7. a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage and convey or otherwise dispose of franchises in this State, and in the several states, territories,

possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the corporate assets of any other corporation and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interests thereunder or therein.

d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8. a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed, of this State, or any other State, or any foreign country, or domestic or foreign government; while such owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10. a) Contract debts and borrow money at such rates of interest not to exceed the lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deems expedient.

b) Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and

advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gift be allowed.

ARTICLE III

In addition to the foregoing Articles the said Corporation shall have as its principal business objective floral and party decorations.

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as Flowers And Dreams, Inc. shall be 12,000 shares of par value stock. Each share of stock shall have a One Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 12,000 shares constituting 12,000 votes.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The corporation herein shall begin business with capital in the amount of \$12,000.00. Said amount to be deposited in First Union National Bank in cash, for the sole purpose of beginning business under the name of Flowers And Dreams, Inc..

ARTICLE VII

This corporation shall maintain its principal place of business in Florida at 8221 Glades Road, Suite 9, Boca Raton, Florida 33434.

ARTICLE VII

There shall be not less than three (3) directors but not more than five (5) at all times who shall constitute the Board of Directors of said Corporation.

ARTICLE VIII

The following named persons shall constitute the first Board of Directors of Flowers And Dreams, Inc., and shall hold office for the first year of existence of said Corporation. These directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified:

BEN OFER, 1750 15th Street, Sunrise, Florida
ANGELA BULANOV, 4899 Chardonney Drive, Coral Springs, FL 33067
HEIDI ERNETA, 2036 Maplewood Terrace, Coral Springs, FL 33071

ARTICLE IX

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

LAURENCE J. SMITH, ESQ., 629 SE 5th Avenue, Fort Lauderdale, Florida 33301-3103

ARTICLE X

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of any officer.

No single officer, director or agent shall have the privilege of instituting legal actions, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

ARTICLE XI

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

President: BEN OFER
Secretary/Treasurer: ANGELA BULANOV

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS AND RESIDENCE OF AGENT

That the following named person is herein designated Resident Agent for service of process and by executing these Articles of Incorporation does herein accept said designation and his

residence is set forth as follows: STEVEN PAPPAS, 2036 Maplewood Terrace, Coral Springs, Florida 33071

ARTICLE XII


This Corporation's stock shall be voting stock, each share with a par value of \$1.00 shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts:

BEN OFER:	3,000 shares
ANGELA BULANOV:	3,000 shares
HEIDI ERNETA:	3,000 shares

ARTICLE XIII

Should any shareholder of the Corporation desire to sell his or her corporate stock, he may do so subject to the following conditions. Prior to selling any corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing and shall be sent via United States mail, certified, return receipt requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance the purchase price, as per the offer, shall be deposited in escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance, together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholders selling his stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the corporation shall bear the following legend: This Corporation's Certificates are subject to a Charter restriction and may not be transferred without strict compliance therewith.

IN WITNESS WHEREOF, the stockholders and subscribers have hereunto set their hands and seals this 7th day of June, 1998.




LAURENCE J. SMITH, ESQ., Incorporator

STATE OF FLORIDA }
 } ss:
COUNTY OF BROWARD }

I HEREBY CERTIFY that this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments LAURENCE J. SMITH, ESQ., each to me well known and known to be the persons who are described in the foregoing Articles of Incorporation and who signed the same, and each of them acknowledged to me that they executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and seal this 4th day of June, 1998 at Fort Lauderdale, Florida.




Notary Public
State of Florida at Large

My Commission Expires:

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Flowers And Dreams, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Steven Pappas, located at 2036 Maplewood Terrace, City of Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
STEVEN PAPPAS
Registered Agent

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SECRETARY OF CORPORATIONS
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