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BLAKE M. CARLTON, ESQ.

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July 24 1998

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Secretary of State
Division of Corporations
Box 6327
Tallahassee FL 33314

Re: Filing Corporation - Bonsai Potensai Emporium, Inc.

Dear Sir or Madam:

Enclosed please find:

- 1) One original and a copy of the Articles of Incorporation for the above named entity, for purposes of recording;
- 2) Check No. 1301 for the cost of recording.
- 3) A SASE for return once recorded.

Thank you for your cooperation. Please call the undersigned should you have any question or comments.

Yours truly

BLAKE CARLTON, ESQ.

BMC/km
cc: client
enc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BONSAI POTENSAI EMPORIUM, INC.**

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IT IS HEREBY AGREED, by and between the undersigned Subscribers to these Articles of Incorporation, that said persons are natural persons competent to contract, and they hereby form a Florida for Profit Corporation, under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be BONSAI POTENSAI EMPORIUM, INC., and the initial place of business of this corporation shall be Fort Lauderdale, Broward County, Florida at 2700 West Cypress Creek Road, Suite C-108, Fort Lauderdale, Florida 33309.

ARTICLE 2. NATURE OF BUSINESS

The nature of this Corporation shall be to market and sell items including Bonsai plants in Fort Lauderdale, Broward County, Florida, or wheresoever such sale is to be made, and/or for any other general purpose whatsoever that the Corporation deems fit, so long as the purpose is permitted under the laws of this State.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

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ARTICLE 4. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 5. CAPITAL

The amount of capital with which this corporation shall begin business shall be \$100.00.

ARTICLE 6. OFFICERS

The names and addresses of the initial Officers and Shareholders of this corporation who shall hold office until and unless such time as Successors are, if ever, elected or appointed:

Mervyn Greenberg, President
5514 Southwest 7th Place
Margate, FL 33068
SS# 197-40-9178

Michael J. Harvey, Vice-President and Secretary
4101 SW 53rd Avenue
Davie, FL 33314
SS# 265-89-0747

Emanuel Geller, Chief Executive Officer and Treasurer
10531 Northwest 4th Street
Plantation, FL 33324
SS# 067-26-6777

ARTICLE 7. SUBSCRIBERS

The name and street address of each Subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100, and the amount of capital with which this corporation shall begin business:

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Mervyn H. Greenberg 5514 Southwest 7th Place Margate, FL 33068	50 Shares	Amount: \$50.00
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Michael J. Harvey 4101 Southwest 53 Avenue Davie, FL 33314	25 Shares	Amount: \$25.00
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Emanuel Geller	25 Shares	Amount: \$25.00
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ARTICLE 8. BOARD OF DIRECTORS

This corporation shall be initially governed by the Stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of all of the Initial Stockholders, acting in concert and in mutual agreement, or when there are two or more Stockholders owning stock in the Corporation, at a meeting held for that purpose, said Stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles. At such time there shall be elected a minimum of one Director who shall hold office for one year after their election or until their Successors are elected or appointed and have qualified. The Stockholders, if mutually agreed upon and jointly, shall also elect such persons to fill the offices of President, Vice-President, Secretary and Treasurer, and such other offices as are permitted by the By-Laws, if any, of this Corporation. The manner and form of electing or appointing Officers and Directors shall be set out in the By-Laws, if any.

DATED THIS 22 day of July, 1998.

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Agreed and Understood:

BY: [Signature]

Mervyn H. Greenberg

BY: [Signature]

Michael J. Harvey

BY: [Signature]

Emanuel Geller

ARTICLE 9. ACKNOWLEDGMENT AND CONSENT

HAVING BEEN made the initial registered agent to accept service of process of the corporation at the address referenced below, I hereby accept such status and consent to act in this capacity and agree to comply with the requirement of the laws pertaining thereto.

BY: [Signature]

BLAKE CARLTON, ESQ.

1215 SE 2 Avenue, Ste. 201

Fort Lauderdale FL 33316

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 22 day of July 1998.

STATE OF FLORIDA

COUNTY OF BROWARD:

I HEREBY CERTIFY that on this 22 day of July 1998 did personally appear before me MERVYN H. GREENBERG, and MICHAEL J. HARVEY, and EMANUEL GELLER, all either personally known to me (check here ☒) or who presented their identification (check here and identify the

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proof of person as to any not personally known _____), and all of whom did take an oath administered by me, a person duly authorized in the State and County aforesaid to administer oaths, who are the same persons described in the Articles above and who executed these Articles and acknowledged that these Articles are true and correct.

WITNESS MY HAND and seal at Fort Lauderdale, Broward County, Florida on this 22 day of July 1998.

Lynn C. House
NOTARY PUBLIC, State of
Florida at Large

My commission expires:

