

PP9000002566

January 7, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -7 AM 9:43

Liza Marie Gonzalez, CLA  
4759 Palm Avenue  
Suite 165  
Hialeah, Florida 33012

Doris Brown  
Division of Corporations  
Attn: New Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Marr's Green and Floral Corp.

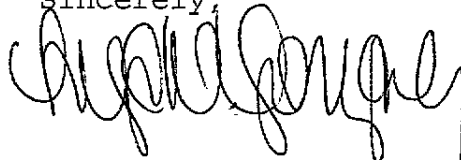
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Ms. Brown:

Pursuant to our conversation, enclosed please find a check for the filing fee in the amount of \$70.00. Said check was inadvertently left out from the package I sent to you on January 6, 1999.

Should you have any questions, please do not hesitate to contact me during business hours at (305) 821-0600.

Sincerely,



LIZA MARIE GONZALEZ,  
Certified Legal Assistant

LMG/em

D. BROWN JAN 11 1999

ARTICLES OF INCORPORATION  
OF

MARR'S GREEN AND FLORAL CORP.

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ARTICLE I-NAME

The name of this corporation shall be MARR'S GREEN AND  
FLORAL CORP.

ARTICLE II-NATURE OF BUSINESS

The general nature of business and the objects and purposes  
proposed to be transacted are:

A. To engage in or transact any lawful business for  
which corporations may be incorporated under Florida General  
Corporation Act. No other purpose limits the general purpose in  
any way.

B. To do such other things incidental to the purposes  
of the corporation or necessary or desirable in order to  
accomplish them.

C. To engage in the sale and distribution of floral  
arrangements and accessories to the general public.

ARTICLE III-AUTHORIZED SHARES

The maximum number of shares that this corporation is  
authorized to issue is one hundred (100) shares of common stock  
having \$1.00 par value per share.

This instrument prepared by: LIZA M. GONZALEZ, CLA  
4759 Palm Avenue  
Suite 165  
Hialeah, Florida 33012

#### **ARTICLE IV-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V-PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation shall be 7778 W. 34<sup>th</sup> Lane, Suite 103, Hialeah, Florida 33018 with the privilege of having branches and offices in other places within or without the State of Florida.

#### **ARTICLE V-A-REGISTERED AGENT**

The street address of the initial registered office of this corporation is 7778 W. 34<sup>th</sup> Lane, Suite 103, Hialeah, Florida 33018 and the name of the registered agent of this corporation at that address is RENE RODRIGUEZ.

#### **ARTICLE VI-NUMBER OF DIRECTORS**

The number of Directors of this corporation shall not be less than one (1), nor more than five (5), the number to be fixed by the By-Laws.

#### **ARTICLE VII-INITIAL DIRECTORS**

The number of Directors constituting the first Board of Directors shall be one (1) and the name and street address of the member of the First Board of Directors who shall hold office for the first year of existence of the corporation or until their

successors are elected or appointed and have qualified shall be:

RENE RODRIGUEZ  
**President/Director**

7778 W. 34<sup>TH</sup> Lane  
Suite 103  
Hialeah, Florida 33018

MARIA ELENA RODRIGUEZ  
**Vice President/Director**

7778 W. 34<sup>th</sup> Lane  
Suite 103  
Hialeah, Florida 33018

#### **ARTICLE VIII-LOST OR DESTROYED CERTIFICATES**

Stock certificates of this corporation to replace lost or destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

#### **ARTICLE IX-INDEMNIFICATION**

Section 1. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of

any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and except that not indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this corporation unless and only to the extent that the court in which such action or suit was brought or in any other

court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the corporation or of any division of the corporation, or a person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or matter therein, he may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to

a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 7. This Article shall be effective with respect to any person who is a director, officer, employee or agent of the corporation at any time on or after date of incorporation with respect to any action, suit or proceeding pending on or after that date, by reason of the fact that he is or was, before or after that date, a director, officer, employee or agent of the corporation or is or was serving, before or after that date, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### **ARTICLE X-MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference

telephone as provided by law.

## ARTICLE XI-TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

## ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

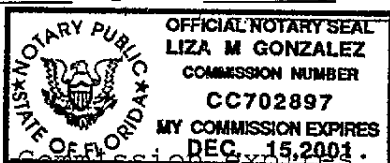
IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 5<sup>th</sup> day of  
January, 1999.

RENE RODRIGUEZ, President/Director

[illegible]

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RENE RODRIGUEZ known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid, this  
5th day of January, 1999.



NOTARY PUBLIC, State of Florida



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

In pursuance of Chapter 49-091, Florida Statutes, the following is submitted in compliance with said Act:

First: That MARR'S GREEN AND FLORAL CORP. desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 7778 W. 34<sup>th</sup> Lane, Suite 103, Hialeah, Florida 33012 has named RENE RODRIGUEZ, 7778 W. 34<sup>th</sup> Lane, Suite 103, Hialeah, Florida 33012 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

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.

DATED: January 5, 1999.

  
RENE RODRIGUEZ  
Registered Agent

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