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TRANSMITTAL LETTER

FILED

99 SEP -9 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

900002982949--7  
-09/09/99-01077-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CARIBBEAN FLORAL CORPORATION

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☒ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Wendy O'Brien  
Name (Printed or typed)

6223 Champlain Terrace  
Address

Davie, Florida 33331  
City, State & Zip

(954) 252-0620 WA: (954) 920-7014  
Daytime Telephone number

**\*\*PLEASE OVERNIGHT CERTIFIED COPY AND PROOF OF FILING IN THE OVERNIGHT  
ENVELOPE ENCLOSED HEREIN. THANK YOU.**

Wendy O'Brien GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corporation Suffix  
DATE 9/15/99  
DOC. EXAM Doris Brown  
NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**CARIBBEAN FLORAL CORPORATION**

**FILED**  
**99 SEP -9 PM 4:20**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation and its principal place of business is as follows:

**CARIBBEAN FLORAL CORPORATION**  
4480 N. W. 73<sup>rd</sup> Avenue  
Miami, Florida 33166

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock at \$1.00 par value.

### **ARTICLE IV - REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation shall be Michael Robaina and the initial registered office of this corporation shall be, 4480 N. W. 73<sup>rd</sup> Avenue, Miami, Florida, 33166.

### **ARTICLE V - ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of this corporation shall be 4480 N. W. 73<sup>rd</sup> Avenue, Miami, Florida, 33166.

### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE VII - BOARD OF DIRECTORS**

- A. The initial number of directors of this corporation shall be two.
- B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.
- C. The name and street address of the initial members of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified are:

MICHAEL ROBAINA, President  
21 E. 17<sup>th</sup> Street  
Hialeah, Florida 33010

WENDY O'BRIEN, Vice-President/Secretary  
6223 Champlain Terrace  
Davie, Florida 33331

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

## **ARTICLE VIII - INCORPORATOR**

The following is the name and address of the person signing these Articles of Incorporation:

MICHAEL ROBAINA  
21 E. 17<sup>th</sup> Street  
Hialeah, Florida 33010

## **ARTICLE IX - BY-LAWS**

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

## **ARTICLE X - ADDITIONAL CORPORATE POWERS**

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

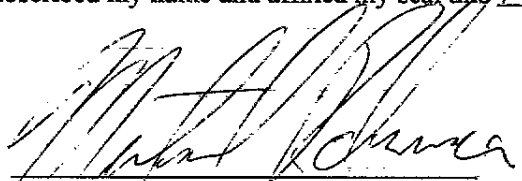
## ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XII - INDEMNIFICATION

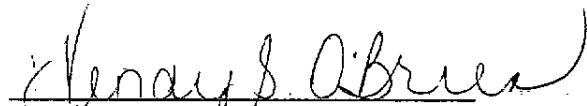
The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal this 7<sup>th</sup> day of September, 1999.

  
MICHAEL ROBAINA

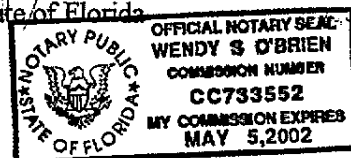
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by MICHAEL ROBAINA who is personally known to me or XX who has produced \_\_\_\_\_ as identification, and who did take an oath, on this 7<sup>th</sup> day of September, 1999.

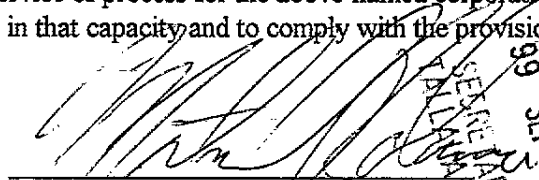
  
Notary Public, State of Florida

My Commission Expires:

## ACCEPTANCE



Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.

  
MICHAEL ROBAINA

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