

P99000099389

FLORIDA TROPICAL FLOWERS, CORP.

2700 COLLINS AVE. SUITE 206  
MIAMI BEACH, FLORIDA 33140

Tel. (305) 534-3401

Fax. (305) 534-3401

800003027888-3  
-10/28/99-01051-012  
\*\*\*\*122.50 \*\*\*\*\*78.75

November 4, 1999

Carolyn Batten  
Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE; Number # W99000025077

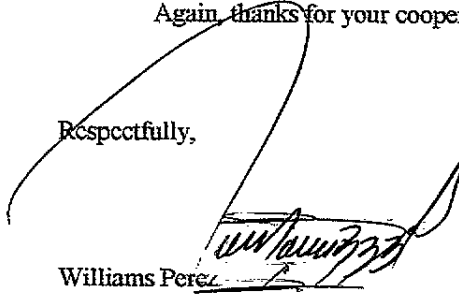
Dear Madam:

As per your approval by phone today November 8, 1999, I want to thank you beforehand for your kind attention in called to our office early morning, to inform us that there is no problem with the name FLORIDA TROPICAL FLOWERS, CORP. and that we can submit the articles.

Hereby, please see enclose the Articles of Incorporation duly changed plus the designated name Agent (only one agent, as requested) from FLORIDA TROPICAL FLOWERS, CORP. signed on the date by the President of the Corporation.

Again, thanks for your cooperation in this matter, I remain.

Respectfully,

  
Williams Perez  
President

FILED  
99 NOV 12 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*I removed  
the 2 other names  
listed in Article 1.  
Sent my note.*

*OB  
11-12-99  
8*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 1, 1999

WILLIAM PEREZ  
1839 JAMES AVE., STE. 24  
MIAMI BEACH, FL 33139

SUBJECT: TROPICAL FLOWERS, CORP.  
Ref. Number: W99000025077

We have received your document for TROPICAL FLOWERS, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

I called and spoke to a lady that could not speak English. You can only have one person listed as the Registered Agent. Please remove the two other people listed along with their signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 299A00052216

**ARTICLES OF INCORPORATION  
OF  
FLORIDA TROPICAL FLOWERS, CORP.**

**FILED**  
99 NOV 12 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is: FLORIDA TROPICAL FLOWERS, CORP. and mailing address is: 2700 Collins Ave. Suite \_\_#206\_\_, Miami Beach, Fl 33140, .

**ARTICLE II**

**DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

To take, lease, purchase, or otherwise acquire, and to own, import, export, use, hold, sell, convey, exchange, work, develop, divide and otherwise handle, deal in, and dispose of any interest or right therein.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 (one thousand) shares of \$1.00 (one dollar) Par value common stock, which shall be designated 60% per president, 20% per treasurer/secretary. No other class of stock is authorized.

## ARTICLE VIII OFFICER (S)

The officer of this corporation shall be as follows:

William Perez	President
Julio Andrade	Vice-President
Edy Guzman	Treasurer - Secretary

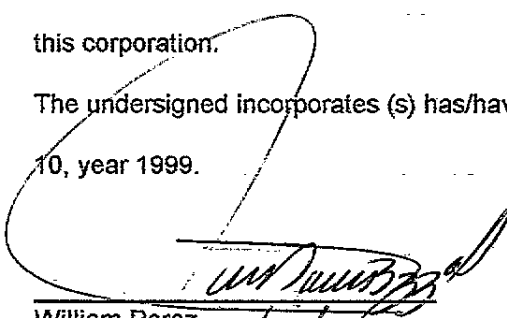
## ARTICLE IX POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The Board of Director and the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this corporation.

## ARTICLE X RIGHTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and right conferred upon the Shareholders is subject to this reservation. In case of decease no further agent or relative shall collect demand any shares belonging to this corporation.


The undersigned incorporates (s) has/have executed these Articles of Incorporation on this day October 10, year 1999.



William Perez



Julio Andrade



Edy Guzman

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is:

2700 COLLINS AVE. SUITE 206  
MIAMI BEACH, FLORIDA 33140

William Perez

**ARTICLE VI  
INITIAL BOARD OF DIRECTOR(S)**

This corporation shall have (3) Three Director(s) initially. The number of Director(s) may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name (s) and address (es) of the initial Director (s) of this corporation is/are:

William Perez	1839 James Ave. # 24, Miami Beach, Fl 33139
Julio Andrade	1310 15 Street # 2, Miami Beach, Fl 33139
Edy Guzman	1310 15 Street # 2, Miami Beach, Fl 33139

**ARTICLE VII  
INDEMNIFICATION**

To the full extend permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceedings whether civil, criminal administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that her or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Article of

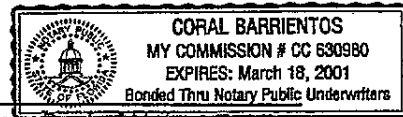
Incorporation this 12 day of October year 1999.



Notary Public Signature

Coral Barrientos

Print name of Notary Public



Stamp Seal of Notary Public

STATE OF FLORIDA   )  
                                  ) SS  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared


\_\_\_\_\_  
WILLIAM PEREZ

\_\_\_\_\_  
JULIO ANDRADE

\_\_\_\_\_  
EDY GUSMAN

known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he (she) executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of October year 1999.

  
\_\_\_\_\_  
Notary Public Signature  
State of Florida at Large



Stamp Seal of Notary Public

STATE OF FLORIDA )  
 )ss  
COUNTY OF DADE )

**FILED**  
99 NOV 12 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

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In pursuance of Chapter 48.091, Florida Statute, the following is  
submitted, in compliance with said Act.:

First, that **FLORIDA TROPICAL FLOWERS, CORP.** desiring to organize  
under the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation at City of Miami, County of Dade, State of Florida, have  
named **William Perez** Located at: 2700 Collins Ave. Suite 206 City of:  
Miami Beach, County of Dade, State of Florida, Zip Code 33140 as its agent  
to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated  
corporation, at 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: 

William Perez