



THE UNITED STATES  
CORPORATION  
COMPANY

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 531001 7200675

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 78.75

EFFECTIVE DATE

12-24-99

ORDER DATE : December 28, 1999

ORDER TIME : 11:39 AM

ORDER NO. : 531001-005

200003081952-6

CUSTOMER NO: 7200675

CUSTOMER: Americo Antunes, Director  
ROSES USA.COM, INC.  
ROSES USA.COM, INC.  
Suite 200  
460 East Semoran Blvd.  
Casselberry, FL 32707

DOMESTIC FILING

NAME: APJ INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 12/28/99

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED

# ARTICLES OF INCORPORATION

OF

**APJ INVESTMENTS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

## ARTICLE I. NAME

EFFECTIVE DATE

12-24-99

The name of the corporation shall be: **APJ INVESTMENTS, INC.**

## ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:  
**460 East Semoran Blvd, Suite 200, Casselberry, Florida 32707**, and the mailing address shall be the same.

## ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of financial investments, and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

## ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:  
**460 East Semoran Blvd, Suite 200, Casselberry, Florida 32707.**

## ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is  
**December 24, 1999.**

**ARTICLE VII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

*Americo Antunes*

*460 East Semoran Blvd, Suite 200  
Casselberry, Florida 32707*

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

*Americo Antunes*

*460 East Semoran Blvd, Suite 200  
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

24th day of December, 19 99

  
\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

## **CERTIFICATE OF DESIGNATION**

### **REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: *APJ INVESTMENTS, INC.*

2. The name and address of the registered agent and office is:

*Americo Antunes*  
*460 East Semoran Blvd, Suite 200*  
*Casselberry, Florida 32707*

SIGNATURE \_\_\_\_\_

TITLE \_\_\_\_\_

DATE \_\_\_\_\_

*Dec 24/99*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

*Dec 24/99*

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99 DEC 28 PM 1:44  
TALLAHASSEE FLORIDA