

Division of Corporations

Page 1 of 1

**S76726**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SUNSHINE BOUQUET COMPANY**

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May 15, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SUNSHINE BOUQUET COMPANY  
P.O. BOX 892  
DAYTON, NJ 08810-0892US

SUBJECT: SUNSHINE BOUQUET COMPANY  
REF: S76726

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please include the DATE of adoption of the amended and restated articles by the shareholders.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

TO: Annette Ramsey  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SUNSHINE BOUQUET COMPANY**

Pursuant to the provisions of Section 607.1007, Florida Statutes, SUNSHINE BOUQUET COMPANY, a Florida corporation (the "Corporation"), whose Articles of Incorporation ("Articles") were originally filed with the Florida Department of State on August 29, 1991, hereby amends and restates its Articles in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is SUNSHINE BOUQUET COMPANY.

ARTICLE II - ADDRESS

The principal and mailing address of the Corporation is 2011 N.W. 70th Avenue, Miami, Florida 33122.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 per share, which shares will be divided into two classes, consisting of: (i) 9,000 shares of Class A voting common stock, and (ii) 1,000 shares of Class B non-voting common stock.

Except as may be provided in these Articles or required by law, the Class A voting common stock shall have voting rights in the election of directors and on all other matters presented to shareholders, with each holder of Class A voting common stock being entitled to one vote for each share of Class A voting common stock held of record by such holder on such matters.

The holders of Class B non-voting common stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as

H14000114536 3

**H14000114536 3**

otherwise expressly provided in these Articles. Except as otherwise provided in these Articles, Class B non-voting common stock shall in all other respects carry the same rights and privileges as Class A voting common stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the corporation) and be treated the same as Class A voting common stock (including in any merger, consolidation, share exchange or other similar transaction); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Class A voting common stock or Class B non-voting common stock) the outstanding shares of Class A voting common stock or Class B non-voting common stock, the outstanding shares of the other such class of common stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share, and provided further, that any dividend on the common stock that is payable in common stock shall be paid only in Class B non-voting common stock on the Class B non-voting common stock and only in Class A voting common stock on the Class A voting common stock.

Notwithstanding the foregoing, and in addition to any other vote required by law, the affirmative vote of a majority of the outstanding shares of Class B non-voting common stock, voting separately as a class, shall be required to amend, alter or repeal (including by merger, consolidation or otherwise) any provision of these Articles that adversely affects the powers, preferences or rights of the Class B non-voting common stock contained herein in a manner that is materially adverse from the effect of such amendment, alteration or repeal on the Class A voting common stock.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Corporation Company of Miami, 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

#### ARTICLE VII - POWERS

Subject to the restrictions in these Articles or the Bylaws, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations for profit.

#### ARTICLE VIII - BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, except as otherwise provided in the Bylaws.

#### ARTICLE IX - AMENDMENT

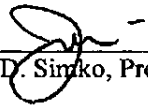
The Corporation reserves the right to amend or repeal any provisions contained in these Articles in accordance with the provisions of the Florida Business Corporation Act.

**H14000114536 3**

**H14000114536 3**

These Amended and Restated Articles of Incorporation were adopted by the written consent of all of the Directors and all of the Shareholders of the Corporation. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 607.1007, Florida Statutes. **The amendments were adopted as of April 1, 2014.**

IN WITNESS WHEREOF, the Corporation has executed these Amended and Restated Articles of Incorporation as of April 1, 2014.

  
\_\_\_\_\_  
John D. Simko, President

**H14000114536 3**