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5 PUBLIC ACCESS SYSTEM
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1: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1482 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 3020-
TALLAHASSEE, FL 32389 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H950000007313)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FLOWERS, FRUITS, AND FINS, INC.
FAX AUDIT NUMBER: H95000007313 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/30/1995 TIME REQUESTED: 09:38:07
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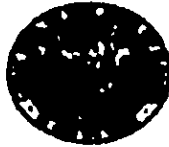
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

June 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLOWERS, FRUITS, AND FINS, INC.
REF: H95000013371

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H9500007313
Letter Number: 795A00032108

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

Residual Associates, Inc.
 3401 W. 4 Ave
 Hialeah, FL 33012
 305-833-6167

4

ARTICLES OF INCORPORATION

of
FLOWERS, FRUITS, AND FINS, INC.
 (name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FLOWERS, FRUITS, AND FINS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of **** ONE **** Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	DOMINGO MARTINEZ		
ADDRESS	4450 S.W. 1 STREET		
CITY	MIAMI	FLORIDA	ZIP 33134

The principal office, if known, or the mailing address of the corporation is:

NAME	FLOWERS, FRUITS, AND FINS, INC.		
ADDRESS	2 N.W. 46 AVENUE		
CITY	MIAMI	FLORIDA	ZIP 33134

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DOMINGO MARTINEZ		
ADDRESS	4450 S.W. 1 STREET		
CITY	MIAMI	STATE FLA	ZIP 33134
NAME	ALEJANDRO SANCHEZ		
ADDRESS	7105 WEST 15 AVENUE		
CITY	HIALEAH	STATE FLA	ZIP 33014
NAME			
ADDRESS			
CITY		STATE	ZIP

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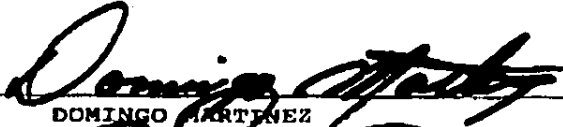

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 TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DOMINGO MARTINEZ		
ADDRESS	1150 S.W. 1 STREET		
CITY	MIAMI	STATE	FLA ZIP 33134
NAME	ALEJANDRO SANCHEZ		
ADDRESS	7105 WEST 15 AVENUE		
CITY	HIALEAH	STATE	FLA ZIP 33014
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of JUNE, 19 95.

 (Seal)
 DOMINGO MARTINEZ
 (Seal)
 ALEJANDRO SANCHEZ

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FLOWERS, FRUITS, AND FINE, INC.
(name of corporation)

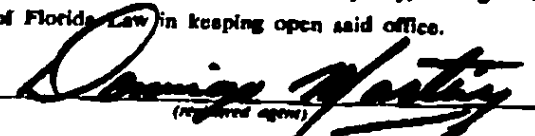
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4450 S.W. 1 STREET
MIAMI, FLA 33134

has named DOMINGO MARTINEZ
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)
DOMNIGO MARTINEZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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