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FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

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EFFECTIVE DATE
5-16-97

Secretary of State
Bureau of Corporate Records
P.O. Box #6327
Tallahassee, Florida 32314

REF: PINES GARDENS FLORIST, INC.
7386 S.W. 56 Avenue
Miami, Florida 33142

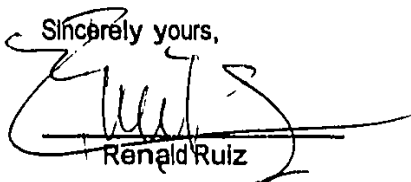
Dear Sirs:

I am enclosing originals and one copy of the Articles of Incorporation in reference,
together with a check in the amount of \$122.50, which covers the following:

Filing Fees:	\$35.00
Certified Copy:	\$52.50
Resident Agent:	\$35.00

Please acknowledge receipt of the above at your earliest convenience and return
to this office copy of said Articles.

Sincerely yours,


Renald Ruiz

(1)

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5-22-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE
5-16-97

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be: PINES GARDENS FLORIST, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in or transact or all lawful or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is:

Date of Incorporation: May 16, 1997

ARTICLE FOUR

MINIMUM CAPITAL

This amount of capital with the Corporation shall begin business, shall not be less than \$500.00 (Five Hundred) or such greater amount as may be required by laws.

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at time increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation, shall at all times a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than (3) years, and provided further that at least on (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent to the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of share of Common Stock that this Corporation may issue is 100.
- C. Par Value: Each share of Common Stock shall have the par value of \$5.00.

D. Consideration: Shares of Common stock may be issued in exchange for Cash, Real State Property, Labor or Service Rendered, or any combination for the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be exclusive.

E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting rights: Each share of Common Stock entitles the record holder thereof to one upon each proposal presented at meetings of the shareholder of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to right Cumulative Voting.

H. Dividend: Record holders of Common Stock are entitled to received their pro-rata share of any dividends that may be declared by the Board of Directors out assets legally available for such purpose.

I. Liquidation right: Holder of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to the remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage: 51%

2. Sale, lease or exchange of all of this Corporation's property, or assets of this Corporation, essential to the business of this Corporation:

Required Percentage: 51%

3: Merger or consolidation of this Corporation into or with any other Corporation:
Required Percentage: 51%

4. Voluntary dissolution of this Corporation:
Required Percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued Stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds certificates of indebtedness, debentures or other securities convertible into, or carrying the right purchase, stock of the Corporation; by any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertibles into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may, in their absolute discretion determine, without offering the stockholders then of record, of any class, any thereof, on the same terms or any terms, all pre-emptive or preferential right of purchase of every kind being waived each and every stockholder.

ARTICLE TEN STOCKHOLDERS AND DIRECTORS

The name and address of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICE	SHARE	AMOUNT
Renald Ruiz	15450 S.W. 74 Circle Court Townhouse #1201 Miami, Florida 33193	Pres/Tres/Dir	50	\$500.00
Victoria Gabuarde	2914 N.W. 13 Street Miami, Florida 33142	Vice-Pres/Sec/Dir	50	\$500.00

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and registered office of this Corporation shall be:

Renald Ruiz

15450 S.W. 74 Circle Court

Townhouse #1201

Miami, Florida 33193

INDEMNIFICATION

This corporation shall indemnify any and all its Directors, Officers, Employees or Agents, or former Directors, Officers or Agents, or any person who may have served at its request as Directors, Officers, Employee or Agent of any Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgment, fines, settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which to any such person or his legal representative may be made a party, or may be threatened to made party, by reason of his alleged acts or omissions while being or having been such Director, Officer, Employee or Agent, provided it shall not be determined by a final determination thereof of the merits that such Director, Officer, Employee or Agent was in any substantial way derelict in the performance of duties, or provided, that such action, suit or proceeding shall be settled without a final determination on the merit and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of his duties as changed therein, such determination to be made by majority of the members of the Board of Directors of this Corporation, who were not parties to such action, suit or proceeding, though less than quorum, or by any one or more distrusted person to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any rights to which any Director, Officer, Employee or Agent may entitled as matter of law or which may be lawfully granted to him.

SUBSCRIBER INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident, competent to contract, executes this Certificate of Incorporation as its sole subscriber and Director until his successors have qualified, following their election or appointment. The street address in Florida is the Principal Office of this Corporation. The Corporation may change its principal office at any time.

Subscriber/Director: Renald Ruiz, Victoria Gabuarde

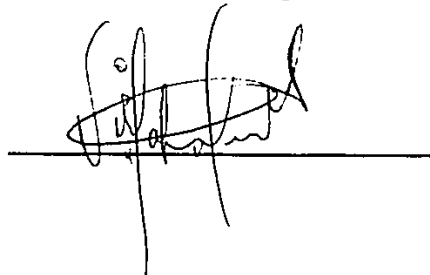
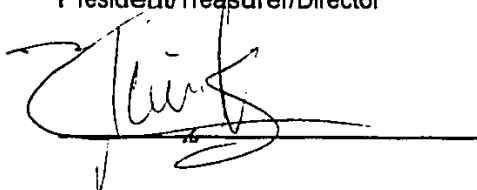
Street Address/Principal Office: 7386 S.W. 56 Avenue
Miami, Florida 33142

In witness thereof, the undersigned subscriber does make, subscribe, acknowledge and file this certificate for the purpose of a corporation for profit under the laws of the State of Florida.

DATED: May 16, 1997

Renald Ruiz
15450 S.W. 74 Circle Court
Townhouse #1201
Miami, Florida 33193
President/Treasurer/Director

Victoria Gabuarde
2914 N.W. 13 Street
Miami, Florida 33125
Vice President/ Secretary/Director

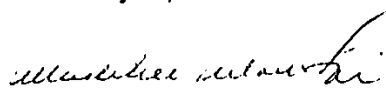


STATE OF FLORIDA
COUNTY OF DADE

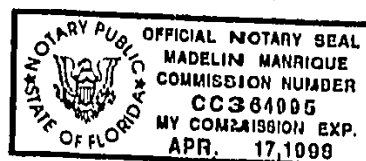
Before me, the undersigned authority, personally appeared, who is well known to me, or who has produced (type of identification), as identification, the individual described herein and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, that the same was executed for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida:

Dated: May 16, 1997


Madelin Manrique

My Commission Expires



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 21 PM 2:08

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

The Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That: PINES GARDENS FLORIST, INC.

Desiring to organize under the laws of the State of Florida, with its principal offices,
as indicated in the Articles of Incorporation in the City of Miami, County of Dade,
State of Florida, has named:

Renald Ruiz

as its agent accept service of process with this State.

Having been named to accept service of process for the above named Corporation,
at the place designated in the Certificate, I hereby accept to act in this capacity and
agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Renald Ruiz
RESIDENT AGENT