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12/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: A & P WHOLESALE FLORIST, INC.
AUDIT NUMBER.....H97000020147

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLE OF INCORPORATION

OF

A & P WHOLESALE FLORIST , INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: A & P WHOLESALE FLORIST, INC.

The principal place of business of this corporation shall be:

8355 NW. 74 ST.
Miami, FL. 33166

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 x \$ 10.00= \$ 1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

PREPARED BY: BASIC ACCOUNTING
692 W. 29th street
HIALEAH, FL 33012
(305)592-9591

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TALLAHASSEE, FLORIDA

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

Luis Enrique Pinilla Director
10056 NW. 51 TERR.
Miami, Fl. 33176

Olga Alvarado de Pinilla Director
10056 NW. 51 TERR.
Miami, Fl. 33176

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

Luis Enrique Pinilla President (50 shares)
10056 NW. 51 TERR.
Miami, Fl. 33176

Olga Alvarado de Pinilla Secretary & Treasurer (50 shares)
10056 NW. 51 TERR.
Miami, Fl. 33176

The undersigned has(have) executed these Article of Incorporation this 5 th. day of December, 1997.



Signature/Title



Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____
A & P WHOLESALE FLORIST , INC.

2. The name and address of the registered agent and office
is HECTOR J. HALL
(Name)

692 W. 29 St. # 9

(P. O. BOX NOT ACCEPTABLE)

HALEAH, FLORIDA 33102

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI 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 MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

12-05-1997

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