

**ARTICLES OF INCORPORATION
OF
INFINITY BOUQUET, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is INFINITY BOUQUET, INC. and its address is 7965 N.W. 21st Street, Miami, FL 33122.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GUILLERMO DUENAS I.	477 Avenida Amazonas y Roca 2do Piso, Oficina 207 Quito, Ecuador
BARRY W. DAVID	13715 S.W. 66th Street Miami, FL 33183
JUAN PABLO DUENAS M.	421 Hudson, Apartment M13 New York, NY 10014
ALEJANDRO BUITRON	8454 N.W. 14th Street Coral Springs, FL 33071

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Geoffrey Randall and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___ day of January, 1998.

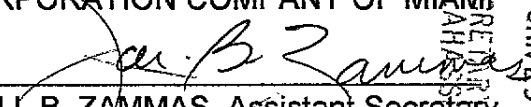


Geoffrey Randall, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28th DAY OF JANUARY, 1998.

CORPORATION COMPANY OF MIAMI
By 
JILL B. ZAMMAS, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

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