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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Infinity Bouquet, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Walk in
- Pick up time _____
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-02/01/00--01060--011
*****43.75 *****43.75

C. COULLETTE FEB 0 1 2000

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF DISSOLUTION OF
INFINITY BOUQUET, INC.
(A Florida Corporation)**

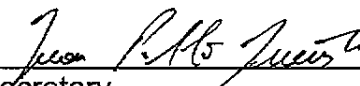
INFINITY BOUQUET, INC., a Florida corporation (the "Corporation") hereby files these Articles of Dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act. The corporation was incorporated on January 29, 1998.

The corporation hereby certifies the following:

1. The directors and shareholder of the Corporation authorized the dissolution of the Corporation on January 29, 2000 by unanimous written consent effective as of such date.
2. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the State of Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of this 29th day of January, 2000.

INFINITY BOUQUET, INC.
a Florida corporation

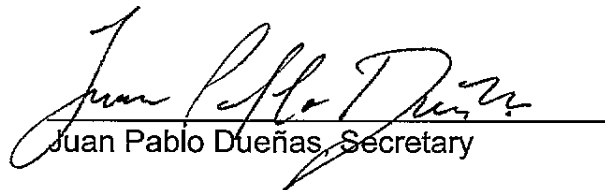
By: 
Its: Secretary
Name: Juan Pablo Duenas

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TALLAHASSEE, FLORIDA

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am the duly elected and acting Secretary of INFINITY BOUQUET, INC.; that Exhibit "A" attached hereto is a true and exact copy of resolutions adopted by all the Shareholders and Directors of INFINITY BOUQUET, INC. as of the 29th day of January, 2000, in conformity with the Articles of Incorporation and the Bylaws of said corporation; and that such resolutions have not been rescinded or modified and remain in full force and effect.

WITNESS my hand and seal of INFINITY BOUQUET, INC. on this 29th day of January, 2000.



Juan Pablo Dueñas, Secretary

(Seal)

EXHIBIT "A"

Plan of Complete Liquidation

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and distribute to the Shareholders in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have tax counsel for the Corporation file, Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.