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JUAN LUCIO & COMPANY
3940 Adra Avenue
Miami, Fl 33178
(305) 593 9106 - (305) 594-4457

Accountants
Tax Consultants

September 6, 2001

SECRETARY OF STATE
Division of Corporations
409 East Gaines St.
Tallahassee, Fl 32399

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-09/07/01-01077-007
*****78.75 *****78.75

RE: **ZIP FLOWER CORPORATION**

Gentlemen:

Enclosed please find original Articles of Incorporation of **ZIP FLOWER CORPORATION**. to be processed, along with a check for $ 78.75, which include the filing fees, certificate under seal and registered agent designation.

As of today, the name was available according to your office. In the event there is a problem, please feel free to contact the undersigned.

Since time is of the essence, we would appreciate your processing the foregoing application at your earliest convenience.

Your cooperation will be appreciated.

Sincerely yours,

JUAN LUCIO & COMPANY

Juan Lucio
For the firm

JL:ll
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ZIP FLOWER CORPORATION

ARTICLE I - NAME

The name of this corporation is: **ZIP FLOWER CORPORATION**

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and or lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **ONE AND NO% DOLLARS ($ 1.00)** par value common stock, which shall be designated **"COMMON SHARES".**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the initial registered office is 10600 NW 37TH Terrace, Miami Fl, 33178 and that of the principal office of this corporation is, 10600 NW 37TH Terrace, Miami Fl and the initial registered agent of this corporation at that address is **Enrique Escobar**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **ONE (1)** director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Enrique Escobar — **10600 NW 37TH Terrace Miami Fl, 33178**

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE X - RIGHT OF SHAREHOLDERS TO DISSENT

The approval of the shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of directors may participate in meeting of the Board of Directors by mean of conference telephone as provided by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE XIII

The shares of this corporation may be issued pursuant to the provision of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits there under.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 6th day of September 2001.

Enrique Escobar

CERTIFICATE OF RESIDENT AGENT

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

FIRST: That **ZIP FLOWER CORPORATION.** Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named

Enrique Escobar, located at 10600 NW 37TH Terrace, City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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

by _____
Enrique Escobar

STATE OF FLORIDA :

SS

COUNTY OF DADE :

BEFORE ME, a notary public authorized to take acknowledgments in the sate and county set forth above, personally appeared **Enrique Escobar,** known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those article of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6th day of September. 2001

Notary Public Seal

Myriam J Navarro
My Commission CC689908
Expires November 28, 2001

_____
Notary Public, State of
Florida at Large

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SECRETARY OF STATE
TALLAHASSEE FLORIDA