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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

OMNIFLORA INC.

Certificate of Status	0
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FINLAY TEA SOLUTIONS

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OMNIFLORA INC**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Omniflora Inc, a Delaware profit corporation, to procure a Certificate of Authority to conduct activities in Florida, in compliance with section 607.1503, Florida Statutes, hereby certifies:

First: The name of the corporation is Omniflora Inc.

Second: The corporation was incorporated pursuant to the laws of the State of Delaware on November 29, 2006. The corporation's duration is perpetual.

Third: The corporation will first transact business in Florida upon qualification.

Fourth: The address of the principal office of the corporation is 100 Oak Street, Norwood, New Jersey 07648-1321.

Fifth: The address of the registered office of the corporation in Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the corporation in Florida at such address is Corporation Service Company. The registered agent is an agent of the corporation upon whom process against the corporation may be served.

Sixth: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

Seventh: The officers of the corporation are:

President

Robert Brueckner
395 West Street
Harrison, NY 10528

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Secretary and Treasurer

James R. Klucharits
c/o Finlay Tea Solutions, Inc.
163 Madison Ave.
Morristown, NJ 07960

Seventh: The directors of the corporation are:

Timothy Joseph Blackburn

39 Ledbury Road
London W11
England

Klaus Willi Voss

Am Lohwald 10
60488 Frankfurt
Germany

Robert Brueckner

395 West Street
Harrison, NY 10528
U.S.A.

Eighth: The corporation is authorized to issue One Hundred (100) shares of Common Stock, no par value.

Ninth: Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

IN WITNESS WHEREOF, Omniflora Inc has caused its duly authorized officer to execute this Application on this 14th day of December, 2006 in the County of Morris in the State of New Jersey.

OMNIFLORA INC.

By


JAMES R. KLUCCHARITS, Secretary

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNIFLORA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OMNIFLORA INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5283473

DATE: 12-15-06