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FREEDMAN & ASSOCIATES, P.A.
11900 Biscayne Boulevard, Suite 616
No. Miami, FL 33181

SANFORD A. FREEDMAN, ESQ.

Telephone: (305) 891-5852
Facsimile: (305) 895-3228

April 21, 2000

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****155.00 ****155.00

RE: eflowersXpress, L.C.
Our File No: 00-0041

Gentlemen:

Enclosed please find the following for formation of an LLC for the referenced entity:

1. Articles of Organization for Florida Limited Liability Company;
2. Affidavit of Membership and Contributions;
3. Certificate of Designation of Registered Agent/Registered Office, including acceptance;
4. Check number 15374 drawn on Freedman & Associates, P.A. Operating Account in the amount of \$155.00, representing:
 - a. \$100. Filing Fee for Articles of Organization
 - b. 25. Designation of Registered Agent
 - c. 30. Certified Copy.

Please forward the Certified copy to the undersigned in the stamped, self-addressed envelope provided for your convenience.

Name	Thank you.
Availability	
Document Examiner	Very truly yours, FREEDMAN & ASSOCIATES, P.A.
Updater	SANFORD A. FREEDMAN, ESQ.
Updater Verifier	For the Firm
Acknowledgement	SAF:ajbc DCC
Enclosures	
W. P. Verifier	DCC

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TALLAHASSEE, FL 32304

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ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is: eflowersXpress, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

500 N.E. 185th Street
Suite 17
No. Miami, FL 33179
(305) 788-6513.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

~~Derrick~~
Derrick Roos
26 Jamestown Boulevard
Hampton, N.J. 08037

allard
Willems
15330 S. W. 106 Terrace Apt # 919
Miami FL 33196

Hammon, Taw,

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

- a) As set out in Article VI, authorizing the continuation of the business, if applicable; and
- b) As agreed to by all then contributing members, based upon the potential member's knowledge, interest, competence, experience and contribution (or any one or more of these characteristics) to be offered to the limited liability company.

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SECRETARY OF STATE
FLORIDA

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the L.L.C., shall be as follows:

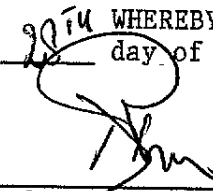
a) pay insurance proceeds, if any, as designated by beneficiary or other member-executed agreements;

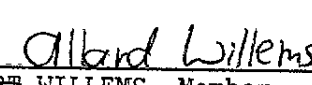
b) equitably distribute assets, if any, as required by law;

c) at the election of the remaining member(s) they may continue the business after determining the value of assets at the time of death of a member or any other occurrence which terminates the continued membership of a member in the L.L.C., or may liquidate the business in accordance with the L.L.C.'s Regulations and/or liquidation plan, and/or Florida Law.

d) if the remaining member is only one, to do what is necessary to legally continue and maintain the status and existence of the L.L.C., or, at his/her election, to liquidate the business in accordance with the L.L.C.'s Regulations and/or liquidation plan, and/or Florida Law. This does not preclude the member(s) from purchasing the assets of any decedent from his estate or legal representative(s).

WHEREBY, WE HEREUNTO SUBSCRIBE TO THESE ARTICLES OF ORGANIZATION
this 28th day of February, 2000.


DERRICK ROOS, Member
DERK


ALLARD WILLEMS, Member
allard

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 608.407(1), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, 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 Limited Liability Company is:

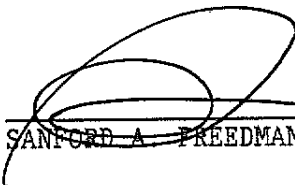
eflowersXpress, L.C.

2. The name and address of the Registered Agent and Office is:

SANFORD A. FREEDMAN, ESQ.
Freedman & Associates, P.A.
11900 Biscayne Boulevard, Ste. 616
No. Miami, FL 33181.

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SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THE CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SANFORD A. FREEDMAN, ESQ.

February 17, 2000