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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

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2003 MAY 23 AM 9:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**ftd of the keys, llc**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
FTD OF THE KEYS, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is FTD OF THE KEYS, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be: 2090 S.W. 71 Terrace, Bldg. H-6, Davie, Florida 33317.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is: Craig D. Savage, PA, 801 NE 167th Street, Suite 302, North Miami Beach, Florida 33162

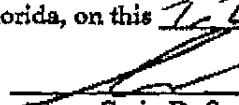
**ARTICLE IV - ADMISSION OF ADDITIONAL MEMBERS**

The member will have the right to admit additional members.

**ARTICLE V - MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company will have the right to continue the business upon 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 Company.

IN WITNESS WHEREOF, the undersigned representative has made and subscribed theses Articles of Organization at Miami, Florida, on this 22 day of May 2003.

  
Craig D. Savage

THIS INSTRUMENT PREPARED BY:  
Craig D. Savage, Esquire  
Craig D. Savage, P.A.  
801 N.E. 167th Street #302  
North Miami Beach, Florida 33162  
Florida Bar No.: 164998

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of FTD OF THE KEYS, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.

  
CRAIG D. SAVAGE

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TALLAHASSEE, FLORIDA

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**ORGANIZATIONAL RESOLUTIONS OF  
FTD OF THE KEYS, LLC**

The undersigned, being the Member of FTD OF THE KEYS, LLC, a Florida limited liability company (the "Company") hereby waives all statutory and charter requirements as to notice, and adopts the following resolution:

RESOLVED, that the seal of this Company, an impression of which is affixed hereto, is hereby approved and adopted in all respects as the seal of this Company; and

BE IT FURTHER RESOLVED, that the form of certificate of membership interest, a specimen of which is attached hereto and made a part hereof, is hereby approved and adopted in all respects; and

BE IT FURTHER RESOLVED, that the Articles of Formation and Operating Agreement, copies of which are attached hereto, and made a part hereof, are hereby approved and adopted as the Articles of Formation and Operating Agreement of this Company; and

BE IT FURTHER RESOLVED, that the Members be and it hereby is authorized, empowered and directed to open one or more accounts with one or more financial institutions of its choice and to deposit therein all funds of this Company; and

BE IT FURTHER RESOLVED, that this Company having received the following offers to purchase membership interests:

<u>Offer/Member</u>	<u>Percentage Membership Interest</u>	<u>Initial Capital Contribution</u>
Frank T. DeLucas	100%	\$500.00

hereby accepts such offers, upon delivery in full to this Company of such consideration; and Frank T. DeLucas is hereby authorized, empowered and directed to issue and deliver to each Member an appropriate membership certificate reflecting the interests so purchased.

IN WITNESS THEREOF, the undersigned Member of the Company has approved, authorized, confirmed, ratified and consents to the foregoing resolutions.

Dated this 22 day of MAY, 2003.

MEMBER:   
\_\_\_\_\_  
Frank T. DeLucas

True and correct copies of each of the foregoing documents are appended to these Resolutions:

Articles of Formation  
Operating Agreement  
Specimen Certificate of Membership

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