

Handwritten: **Item 53/37**

OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE, INC

(Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 112

(Address)

CORAL GABLES, FL 33134 (305)444-4994

(City, State, Zip)

(Phone #)

800003274548--3

-06/02/00-01013-027

*****78.75 *****78.75

OFFICE USE ONLY

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

- | | | |
|----|-----------------------------|--------------|
| 1. | <u>EMPORIUM CORPORATION</u> | |
| | (Corporation Name) | (Document #) |
| 2. | | |
| | (Corporation Name) | (Document #) |
| 3. | | |
| | (Corporation Name) | (Document #) |
| 4. | | |
| | (Corporation Name) | (Document #) |

FILED
00 JUN -2 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|-----------------------------------|--|--|
| <input type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick up time _____ | <input checked="" type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement

RECEIVED
00 JUN -2 AM 10:23
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 2, 2000

EXPRESS CORPORATE FILING SERVICE INC.
1000 PONCE DE LEON BLVD.
SUITE 112
CORAL GABLES, FL 33134
SUBJECT: EMPORIUM CORPORATION
Ref. Number: W00000014101

Flowers Corp

We have received your document for EMPORIUM CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 400A00031232

ARTICLES OF INCORPORATION

EMPORIUM FLOWERS CORP.

ARTICLE I

The name of this corporation shall be:

EMPORIUM FLOWERS CORP.

With the principal place of business located at:

19844 W. DIXIE DR. MIAMI FL. 33180

FILED
00 JUN -2 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1.000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
19844 W. DIXIE DR. MIAMI FL. 33180

The Name of the initial REGISTERED AGENT of this Corporation is:
MILLENNIA CONSULTING SERVICES INC.

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278 FL
444 BRICKELL AVE # 752
MIAMI FL 33131

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director(s) 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 initial Directors of this Corporation are:

President - ANA PAULA A. DUARTE
Vice President/Secretary - ALEXANDRE NORONHA DE OLIVEIRA

ARTICLE VII

INCORPORATOR

:
The name and address of the person signing this article is

ANA PAULA A. DUARTE
1360 COLLINS AVE. #105
MIAMI FL 33139

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Board of Director s, and the shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested en the BOARD OF DIRECTORS and the SHAREHOLDERS.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of
Incorporation this MAY 25 , 2000


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT EMPORIUM FLOWERS CORP.
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE,
STATE OF FLORIDA HAS APPOINTED:

ANA PAULA A. DUARTE
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

EMPORIUM FLOWERS CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.

THIS 25TH DAY OF MAY , 2000


Registered Agent

FILED
00 JUN -2 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA