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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FLORES Y AROMAS OF MIAMI, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

ACE

SUBJECT: FLORES Y AROMAS OF MIAMI, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00-28187

ARTICLES OF INCORPORATION
OF
FLORES Y AROMAS OF MIAMI, INC.
(Flowers & Scents of Miami, Inc.)

I, the undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following articles of incorporation.

ARTICLE ONE
NAME

The Corporation name shall be Flores y Aromas of Miami, Inc.
(Flowers & Scents of Miami, Inc.).

ARTICLE TWO
CORPORATE DURATION

The duration of the Corporation is to be perpetual.

ARTICLE THREE
PURPOSE

The general purpose for which the Corporation is organized is to operate, conduct, manage, maintain and carry on the business of one or florist shops, and for the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned.

In addition, the Corporation is organized for the transaction of any or all other lawful business for which corporations may be incorporated under the laws of the State of Florida and any and all acts amendatory thereof and supplemental thereto.

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Flores y Aromas of Miami, Inc.
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ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall be without par value.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is, 5697 S.W. 137 Avenue, Miami, Florida 33183, and the name of its initial registered agent at such address is Dr. Diana Restrepo.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is 5697 S.W. 137 Avenue, Miami, Florida 33183.

ARTICLE SEVEN
DIRECTORS

The number of Directors constituting the initial Board of Directors shall be One (1). The name and address of the persons who is to serve as the member of the initial Board of Directors is:

Diana Restrepo
3304 Virginia Street, 5-B
Miami, FL 33133

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08/07/00 14:15 FAX 3053719598
03/13/00 15:35

MIAMI ENGRAVING
LAW OFFICES JAMES BURWITZ, P.A. 7 415 598 0257

NY 739 012
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Diana Restrepo, am familiar with, and accept my duties and responsibilities as registered agent for Flores y Aromas of Miami, Inc. (Flowers & Scents of Miami, Inc.).

SIGNED and ACCEPTED this 6th day of JUNE 2000 at Miami-Dade County, Florida.


Diana Restrepo

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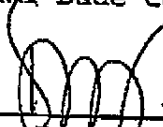
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ARTICLE EIGHT
INCORPORATOR

The name and address of the Incorporator is:

Diana Restrepo
3304 Virginia Street, S-B
Miami, FL 33133

Executed by the undersigned at Miami-Dade County, Florida on this
6th day of JUNE 2000.



Diana Restrepo
Incorporator, Director and Officer

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