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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
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Transmitted via Federal Express

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

July 19, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

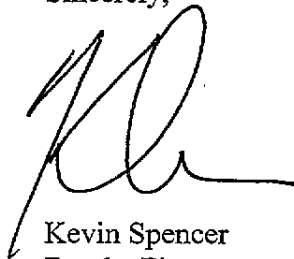
Re: Articles of Incorporation - The Foliage, Flora & Gift Gallery, Inc.
File No.: 4899.00

Dear Sir or Madam:

Please find enclosed herewith, an original and one (1) fully executed copy of the Articles of Incorporation for THE FOLIAGE, FLORA & GIFT GALLERY, INC., together with a check for \$78.75. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, stamped Federal Express Pak.

Should you have any questions or concerns, please feel free to contact the undersigned.

Sincerely,



Kevin Spencer
For the Firm

Encl.

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00 JUL 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE FOLIAGE, FLORA, & GIFT GALLERY, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

Article I

The name of the corporation is **The Foliage, Flora, & Gift Gallery, Inc.**, and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

Article II

The duration of the corporation shall be perpetual.

Article III

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Article V

Registered Office and Agent

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such

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SECRETARY OF STATE

address is KEVIN SPENCER, ESQ.

Article VI

Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is two (2). The names and addresses of the persons who are to serve as the members of the initial Board of Directors is:

Name: MR. ALEX DEGASPERI
Address: c/o SPENCER & KLEIN, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Name: MR. LUIS ALSINA, JR.
Address: c/o SPENCER & KLEIN, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Article VII

Incorporator

The name and address of the Incorporator is:

KEVIN SPENCER, ESQ.
c/o SPENCER & KLEIN, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Article VIII

Indemnification

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any

action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

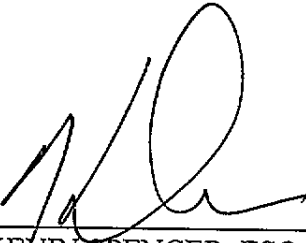
Executed by the undersigned on the 19th day of July 2000.



KEVIN SPENCER, ESQ.
Incorporator

**STATEMENT OF ACCEPTANCE OF
REGISTERED AGENT DUTIES -
THE FOLIAGE, FLORA & GIFT GALLERY, INC.**

I, KEVIN SPENCER, ESQ., am familiar with and accept the duties and responsibilities
of Registered Agent for THE FOLIAGE, FLORA & GIFT GALLERY, INC.



KEVIN SPENCER, ESQ.
Registered Agent for The Foliage, Flora & Gift Gallery, Inc.

Date 19th day of July, 2000.

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