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June 9, 2000

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/26/00--01033--009
*****78.75 *****78.75

IN RE: FLOWER EXPRESS USA, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$78.75 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

FLOWER EXPRESS USA, INC.

2504 N. MAIN STREET

JACKSONVILLE, FLORIDA 32206

FILED
00 JUL 26 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JAY N. CHAMBERS

Enclosures: Three

gk 7/28

ARTICLES OF INCORPORATION

OF

FLOWER EXPRESS USA, INC.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the Corporation is:

FLOWER EXPRESS USA, INC.

ADDRESS: The principle office address is:

2504 N. MAIN STREET
JACKSONVILLE, FLORIDA 32206

ARTICLE II

REGISTERED OFFICE:

2504 N. MAIN STREET
JACKSONVILLE, FLORIDA 32206

REGISTERED AGENT:

JAY N. CHAMBERS
2504 N. MAIN STREET
JACKSONVILLE, FLORIDA 32206

WRITTEN ACCEPTANCE BY REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jay N. Chambers / Registered Agent

ARTICLE III

DURATION: The Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE IV

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1,200.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of directors shall consist of one member. The name and mailing address of the person who is to serve as director is:

JAY N. CHAMBERS
2504 N. MAIN STREET
JACKSONVILLE, FLORIDA 32206

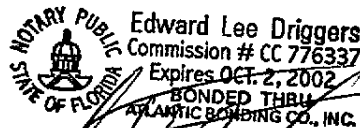
ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

JAY N. CHAMBERS
2504 N. MAIN STREET
JACKSONVILLE, FLORIDA 32206

The undersigned being the incorporators above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 24 day of July, 2000.


Jay N. Chambers


Edward Lee Driggers
Commission # CC 776337
Expires Oct. 2, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



STATE OF FLORIDA)
)
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared JAY N. CHAMBERS, Who is to me well known to be the person described in and who produced personally known as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Duval, Florida in said County and State this 24th day of July, 2000.


Notary Public

My Commission Expires:

Edward Lee Driggers
Commission # CC 776337
Expires: OCT 2, 2002
SCANNED BY
ATLANTIC RECORDING CO., INC.

10/2/2002