PASS 25, 2000

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL. 32314

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TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND OF ARTICLES OF INCORPORATION AND FILING FEES. AFTER THESE ARE REGISTERED WITH THE STATE WOULD YOU PLEASE FORWARD THE LETTER OF ACCEPTANCE TO THE FOLLOWING ADDRESS.

SINCERELY

VICKT VICNA

6990 - 82ND AVENUE N

PINELLAS PARK, FL. 33781

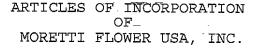
PHONE (727) 546-3797

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SECRETARY OF STANK

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ARTICLE ONE

The name of the corporation is Moretti Flower USA, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The nature of the business and the objectives and purposes proposed to be transacted, promoted, and carried on, are to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares at \$1.00 per share par value common.

ARTICLE FIVE

The street address of the initial registered and principal office of the corporation is 15 Bellevue Dr., Treasure Island, Fl. 33706. The initial registered agent is Liana Moretti.

ARTICLE SIX

The number of directors constituting the inital board of directors of the corporation is two (2). The name and address of the persons who are to serve as a member of the initial board of directors is:

Name

Address

Liana Moretti

15 Bellevue Dr. Treasure Island, Fl. 33706

Gino Moretti

15 Bellevue Dr.

Treasure Island, Fl. 33706

ARTICLE SEVEN

The name and street address of the incorporator to these Articles of Incorporation is Liana Moretti, located at 15 Bellevue Dr., Treasure Island, Fl. 33706.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 25th day, of August 2000.

Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25 h day of aug , 2000, by Liana Moretti.

Motary, Victoria E. Vigna

Victoria E. Vigna Commission # CC 829665 Expires May 23, 2003 Bonded Thru Atlantic Bonding Co., Inc. CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statues, the following is submitted in compliance with said Act.:

That Moretti Flower USA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Treasure Island, State of Florida, has named Liana Moretti, located at 15 Bellevue Dr., City of Treasure Island, County of Pinellas, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovestated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.