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Florida Department of State
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

FANCY PETALS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

FANCY PETALS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is FANCY PETALS, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 500. Such shares shall be of a single class and shall have a \$1.00 dollar par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 4182 South University Drive, Davie, FL 33328, and the name of its initial registered agent at such address is John Harrell. The principal office and mailing address of the corporation is 4182 South University Drive, Davie, FL 33328.

This instrument prepared by:
Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7651

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two. The name and address of the person who is to serve as a member of the initial Board of Director are as follows:

John Harrell
4182 South University Drive
Davie, FL 33328

Medardo Cevallos
4182 South University Drive
Davie, FL 33328

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

John Harrell
4182 South University Drive
Davie, FL 33328

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Florida on the 7th day of September, 2000.


JOHN HARRELL

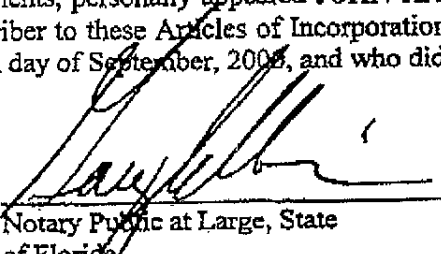
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared JOHN HARRELL and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 7th day of September, 2000, and who did take an oath.



Gary Silbermann
Commission # 0011309
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public at Large, State
of Florida
My commission expires:

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JONAS AND SILBERMAN, P.A.

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, JOHN HARRELL, and hereby acknowledges his appointment as the registered agent of FANCY PETALS, INC.

~~JOHN HARRELL~~

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