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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ABALLI, MILNE, KALIL & GARRIGO, P.A.
Account Number : 073123001732
Phone : (305) 373-6600
Fax Number : (305) 373-7929

FLORIDA PROFIT CORPORATION OR P.A.

AI PUBLICATIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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B. McKnight SEP 25 2000

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ARTICLES OF INCORPORATION

OF

A1 PUBLICATIONS, INC.

a Florida Corporation

The undersigned, acting as 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 this corporation is **A1 PUBLICATIONS, INC.**

ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal office of this Corporation shall be:

260 Crandon Boulevard
Suite 32209
Key Biscayne, Florida 33149

ARTICLE III - DURATION

The period of its duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is to engage in all lawful activity.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class.

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Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar #0166383

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is AMKGS Registered Agents, Inc. and the initial registered office of this corporation is 2250 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Juan R. de Bellard	260 Crandon Boulevard Suite 32209 Key Biscayne, Florida 33149
Ricardo Degwitz	260 Crandon Boulevard Suite 32209 Key Biscayne, Florida 33149
Rodrigo de Santiago	260 Crandon Boulevard Suite 32209 Key Biscayne, Florida 33149
Michael Brysch	260 Crandon Boulevard Suite 32209 Key Biscayne, Florida 33149
Lucila Weil	260 Crandon Boulevard Suite 32209 Key Biscayne, Florida 33149

Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 2250
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ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

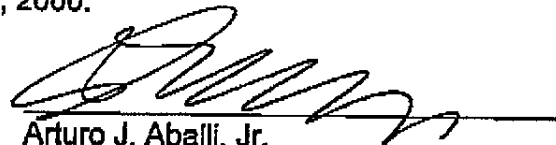
Arturo J. Aballi, Jr.

2250 SunTrust International Center
One S.E. Third Avenue
Miami, Florida 33131

ARTICLE X - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of September, 2000.



Arturo J. Aballi, Jr.
Incorporator

Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar #0166383

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CERTIFICATE OF REGISTERED AGENT

OF

FLOWERS BUY DIRECT, INC.

a Florida Corporation

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

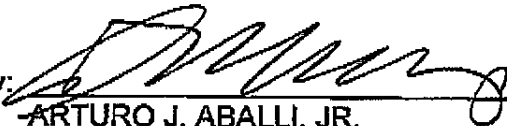
That A1 PUBLICATIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named AMKGS Registered Agents, Inc. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 22nd day of September, 2000.

AMKGS Registered Agents, Inc.

By: 
-ARTURO J. ABALLI, JR.
President

Arturo J. Aballi, Jr.
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar #0166383

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