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FILED

BEIL & HAY, P.A.
Attorneys at Law
12312 U.S. Highway 19
Hudson, Florida 34667

01 JAN -2 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eugene L. Beil, Esq.
Cedric P. Hay, Esq.
Margaret E. Beil, Esq.

Phone: (727) 868-2306
Fax: (727) 863-1287

M E M O

DATE: December 29, 2000

TO: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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

FROM: CEDRIC P. HAY, ESQ./Rosemary

RE: Incorporation of Flora & Carmine, Inc.

MESSAGE: Enclosed please find the original Articles of Incorporation for Flora & Carmine, Inc. together with our trust check in the amount of \$78.75 to cover the filing fee and a certified copy of the Articles for the corporation. If you have any questions feel free to contact our office. Thank you.

LAW OFFICES OF BEIL & HAY, P.A.

2/1/8/01-

ARTICLES OF INCORPORATION

OF

FLORA & CARMINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following:

ARTICLE ONE

The name of the corporation shall be FLORA & CARMINE, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is One Thousand (1000). All shares shall be common shares with no par value.

ARTICLE FIVE

The initial street address of the principal office of this corporation is 10836 London Drive, Port Richey, Florida 34668. The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as it sees fit.

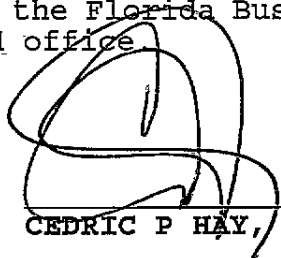
ARTICLE SIX

The resident agent for the service of process shall be **CEDRIC P. HAY, ESQ.**, BEIL & HAY, P.A., 12312 U.S. Highway 19 N., Hudson, Florida 34667.

ARTICLE SEVEN

ACKNOWLEDGMENT:

Having been named to accept service of process on behalf of the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.



CEDRIC P HAY, ESQ.

ARTICLE EIGHT

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors, who shall hold office until (a) successor(s) is/are elected and has/have qualified, are as follows:

CARMINE RICCIARDI
10836 London Drive
Port Richey, Florida 34668

FLORA MAYBERRY
15820 Winner Lane
Hudson, Florida 34667

ARTICLE NINE

The names and addresses of the incorporators are:

CARMINE RICCIARDI
10836 London Drive
Port Richey, Florida 34668

FLORA MAYBERRY
15820 Winner Lane
Hudson, Florida 34667


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TALLAHASSEE, FLORIDA

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.


IN WITNESS WHEREOF, we have hereunto subscribed our names this 16th day of November, 2000.


CARMINE RICCIARDI


FLORA MAYBERRY

STATE OF FLORIDA
COUNTY OF PASCO

THE FOREGOING instrument was subscribed and acknowledged before me, the undersigned authority, this 16th day of November, 2000, by **CARMINE RICCIARDI** and **FLORA MAYBERRY**, who produced the following, respectively, as identification: FL DL # R243-110-35-083-0 ; M160-240-52-564-0


CEDRIC P. HAY
Notary Public

NOTARY PUBLIC
STATE OF FLORIDA
Cedric P. Hay
Commission # CC 753101
Expires August 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.