

Gary Alexander & Company, CPA's

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March 30, 2001

To: Division of Corporations

Telephone:

Fax:

E-mail:

RE: Eternal Flowers, Inc.

Dear Administrator:

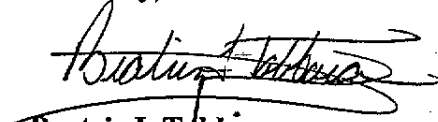
Please file the following documents for incorporation under the laws of the State of Florida.

Please return the following address:

Beatriz I. Tabarra
606 N.E. 56th Street
Miami, FL 33137

Please include a certified copy.

Sincerely,


Beatriz I. Tabarra

FILED
01 APR -4 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 09 2001

Articles of Incorporation

Of

Eternal Flowers, Inc.

FILED
01 APR -4 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

Article I

The name of this corporation shall be:

Eternal Flowers, Inc.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The place of business of this corporation is:

606 N.E. 56th Street
Miami, Florida 33137

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The aggregate number of shares, which this corporation shall have authority to issue, is 10,000 shares having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be:

Beatriz I. Tabbara
606 N.E. 56th Street
Miami, Florida 33137

Article VII

The name and street address of the initial board of directors of this corporation shall be:

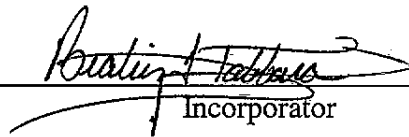
Beatriz I. Tabbara
606 N.E. 56th Street
Miami, Florida 33137

Article VIII

The name and street address of the incorporator executing these Articles of Incorporation is:

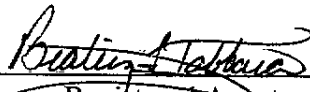
Beatriz I. Tabbara
606 N.E. 56th Street
Miami, Florida 33137

The undersigned has executed these Articles of Incorporation this 30th Day of March 2001.


Incorporator

Certificate of Designation
Registered Agent/Registered Office

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

FILED
01 APR -4 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA