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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-10/17/01--01016--025

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DOWNTOWN FLOWERS CAFE, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 17 AM 11:41

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

DOWNTOWN FLOWERS CAFÉ, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act."

ARTICLE IV

The aggregate numbers of shares, which the corporation is authorized to issue, are 500. Such shares shall be of a single class (capital stock), shall be \$5.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least Five Hundred Dollars (\$500.00).

Five Hundred shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

1470 N.W. 107th Avenue, #D
Miami, FL 33172

The initial Registered Agent at such address is:

Martha Famada Morán

ARTICLE VIII

The number of Directors constituting the initial Board of Director of the corporation are/is (1). The name and address of the person(s) who are to serve as members of the initial Board of Directors are:

Martha Famada Morán

1470 N.W. 107th Avenue, #D
Miami, Florida 33172

ARTICLE IX

The names and addresses of each Incorporator of these Articles of Incorporation is/are as follows:

Martha Famada Morán

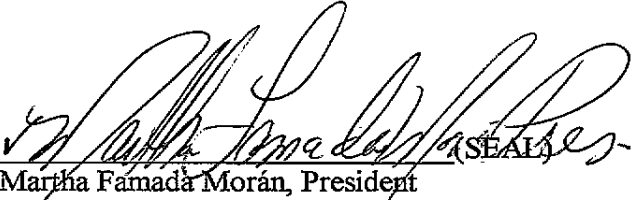
1470 N.W. 107th Avenue, #D
Miami, Florida 33172

100%

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Miami-Dade County, Florida this 15th day of October 2001.




Martha Famada Morán, President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Martha Famada Morán, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 15th day of October 2001.



Notary Public

My commission expires:



Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

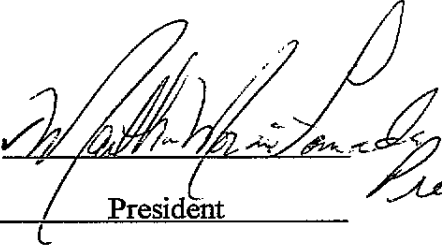
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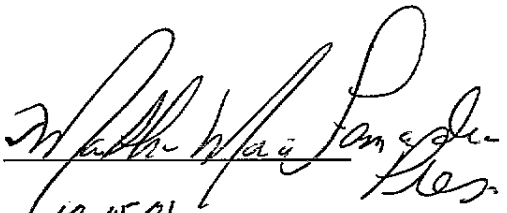
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that **Downtown Flowers Café, Inc.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1470 N.W. 107th Avenue, #D, Miami, Florida 33172 has named Martha Famada Morán at 1470 N.W. 107th Avenue, #D, Miami, Florida 33172 as its agent to accept service of process within Florida.

SIGNATURE 
TITLE President
DATE 10.15.01

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE 
DATE 10.15.01