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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

rose royce flowers, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ROSE ROYCE FLOWERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is: Rose Royce Flowers, Inc.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the law of the United States or of this State.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of common stock having a nominal or par value of (\$1.00) per share.

ARTICLE IV
INITIAL STOCK

The amount of capital with which this corporation will begin business in One Hundred Dollars (\$100.00)

ARTICLE V
BEGINNING OF CORPORATION EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation with the Secretary of State.

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**ARTICLE VI
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII
ADDRESS**

The initial post office address of the principal office is: P.O. BOX 227356, Miami,
Florida 33122-7356

**ARTICLE VIII
DIRECTOR**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which said person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though no specifically provided for herein. No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

**ARTICLE IX
INITIAL DIRECTOR**

PATRICIO ARBOLEDA
P.O. BOX 227356
Miami, Florida 33122-7356

**ARTICLE X
THE INITIAL OFFICER OF THE CORPORATION IS AS FOLLOWS:**

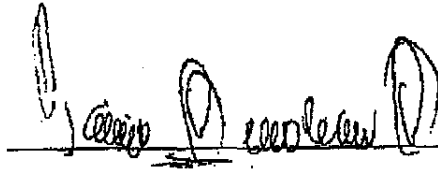
PATRICIO ARBOLEDA -PRESIDENT/VICE PRESIDENT/SECRETARY
P.O. BOX 227356
Miami, Florida 33122-7356

**ARTICLE XI
INITIAL SUBSCRIBER**

The name and post office address of the subscriber to these Articles of Incorporation is:

PATRICIO ARBOLEDA
P.O. BOX 227356
Miami, Florida 33122-7356

WITNESS the hand and seal of said subscriber this 3 day of March, 2006



PATRICIO ARBOLEDA
P.O. BOX 227356
Miami, Florida 33122-7356

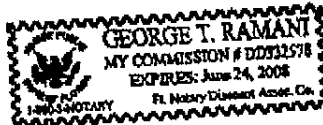
STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, Patricio Arboleda, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law that they made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami-Dade County, Florida this 3 day of March, 2006.



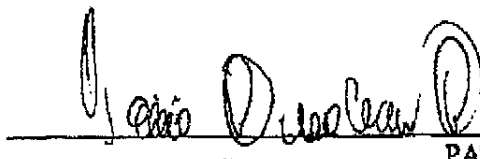
Notary Public
My Commission Expires:



ARTICLE XII
Registered Office and Registered Agent

The Registered Agent and Registered Office of the Corporation shall be:
PATRICIO ARBOLEDA, 1601 South Ocean Drive, #1105, Hollywood, Florida 33019

IN WITNESS WHEREOF, I the undersigned, being the original Registered Agent to accept service of process for the corporation herein above named, do hereby accept the appointment as Registered Agent for said corporation, agree to comply with the provision of said Act relative to keeping open and said office and hereunto set hand and/or seal this ___ day of March, 2006



PATRICIO ARBOLEDA

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CERTIFICATE OF DESIGNATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Rose Royce Flowers, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida has named Patricio Arboleda, 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. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.



PATRICIO ARBOLEDA

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