

P950000/3290

RAFAEL PADRON
431 S.W. 4TH STREET
MIAMI, FLORIDA 33130
(305) 545-7004

February 12, 1995

FILED
1995 FEB 15 PM 2:00
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Flowers For Less, Inc.

FILED 1417031
02/15/95 01089-0102
***122.50 ***122.50

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fees.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,

Rafael Padron

DB 2/14/95

Enclosures

ARTICLE OF INCORPORATION
OF
FLOWERS FOR LESS, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is FLOWERS FOR LESS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence and shall commence upon the filing of these Articles with the Department of State, Division of Corporations, in and for the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5000) shares of Common Stock with a par value of One Dollar (\$1.00) for each share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is:

Rafael Padron
431 S.W. 4th Street
Miami, Florida 33130

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws in a manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Rafael Padron	431 S.W. 4th Street Miami, FL 33130
Rodolfo Leiva	431 S.W. 4th Street Miami, FL 33130

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation shall be 431 S. W. 4th Street, Miami, Florida 33130.

ARTICLE VIII - INCORPORATOR

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

<u>NAME:</u>	<u>ADDRESS:</u>
Rafael Padron	431 S.W. 4th Street Miami, FL 33130

ARTICLE IX - AMENDMENT

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

ARTICLE X - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12 day of February, 1995.

Rafael Padron
RAFAEL PADRON - INCORPORATOR

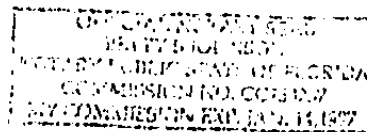
State of Florida
County of Bade

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RAFAEL PADRON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of February, 1995.

Notary Public
Notary Public

State of Florida



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
FLOWERS FOR LESS, INC.

FILED
1995 FEB 15 PM 2:00
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FLOWERS FOR LESS, INC.
2. The name and address of the registered agent and office is:

Rafaol Padron
431 S.W. 4th Street
Miami, Florida 33130

Signature: [Signature]
Title: Director
Date: 1-17-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER 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.

Signature: [Signature]
Date: 2-12-95