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February 14, 1995.

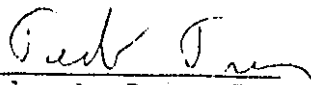
Division of Corporations
P.O. Box 6327
Tallahassee, Fla.

Re: FLOWER BOUTIQUE COMPANY

Gentlemen:

Please find attached original and copy, of the articles of incorporation of FLOWER BOUTIQUE COMPANY, and check for \$ 122.50 to the order of the Secretary of State.

Truly yours,


Pedro A. Puig, Esq.
2250 S.W. Third Avenue, Ste. 201
Miami, Florida 33129
(305)854-5955

FILED
1995 FEB 16 PM 2:00
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLOWER BOUTIQUE COMPANY

FILED
1995 FEB 16 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE I- CORPORATE NAME

The name of this Corporation is: FLOWER BOUTIQUE COMPANY.

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the laws of the State of Florida, and specially in the gift and flower shop business.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Maria A. Yaniz, 8880 S.W. 82 Street, Miami, Florida, 33173. The address of the principal office of this corporation shall be: 8880 SW 82 Street, Miami, Florida, 33173. The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have (2) director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are:

NAME

ADDRESS

Maria A. Yaniz

8880 S.W. 82 Street
Miami, Florida, 33173

Leonor Zarraluqui

2745 S.W. 13 Street
Miami, Florida, 33145

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

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

NAME

ADDRESS

Maria A. Yaniz

8880 S.W. 82 Street
Miami, Florida, 33173.

ARTICLE IX- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stock-

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this 14th day of February 1995.

Maria Yaniz
MARIA A. YANIZ, INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

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 keeping open said office.

Maria Yaniz
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Maria A. Yaniz, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation, on this 14 day of February 1995, who showed as identification: FLORIDA DRIVERS LICENSE

SWORN TO AND SUBSCRIBED before me on this 14 of February 1995.

My commission expires:



PEDRO A. PUIG
My Commission CC313896
Expires Sep. 08, 1997
Bonded by HAI
800-422-1555

Pedro Puig
NOTARY PUBLIC, STATE OF FLORIDA