

P95000040257

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 MAY 22 1995
 11:30 AM

RE: Flors in Florida, Inc.

95 MAY 22 11 30 AM
 DIVISION OF REVENUE
 DISBURSED

Capital Express™
 Art. of Inc. Filing _____
 _____ Corp. Record Search _____
 _____ Ltd. Partnership Filing _____
 Foreign Corp. Filing _____
 () Cert. Copy(s) _____

_____ Art. of Amend. Filing _____
 _____ Dissolution/Withdrawal _____
 _____ C U S - _____
 _____ Fictitious Name Filing _____

_____ Name Reservation _____
 _____ Annual Report/Reinstatement _____
 _____ Reg. Agent Service _____
 _____ Document Filing _____

_____ Corporate Kit _____
 _____ Vehicle Search _____
 _____ Driving Record _____
 _____ Document Retrieval _____

_____ UCC 1 or 3 Filing _____
 _____ UCC 11 Search _____
 _____ UCC 11 Retrieval _____
 _____ File No.'s _____ Copies _____
 _____ Courier Service _____
 _____ Shipping/Handling _____
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prep. _____
 _____ FAX () _____ pgs. _____

SUBTOTALS _____

RECEIVED
 MAY 22 1995
 11:30 AM
 DISBURSED

dB 5/22/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |
| | \$ _____ |

WALK-IN Will Pick Up 5:22/1202

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 22 PM 1:25

ARTICLES OF INCORPORATION
OF

FLOS IN FLORIDA INC.

ARTICLE I - Name

The name of the corporation is FLOS IN FLORIDA INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 South Tamiami Trail, Suite 303, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

| | |
|---------------------------------|---------------------------------|
| Horst Flos | Ursula Fischer |
| 3400 S. Tamiami Trail, Ste. 303 | 3400 S. Tamiami Trail, Ste. 303 |
| Sarasota, FL 34239 | Sarasota, FL 34239 |

ARTICLE VII - Incorporator

Peter J. Jaensch
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 1995.



PETER J. JAENSCH

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 16th day of May, 1995.



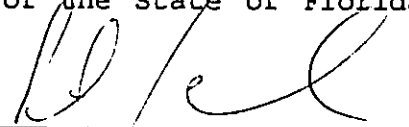
Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.



Peter J. Jaensch

REPUBLIC OF FLORIDA
STATE
OFFICE OF CORPORATION
MAY 16 1985

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT FLOS IN FLORIDA INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT 3400 SOUTH TAMiami TRAIL, SUITE 301, CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)
TITLE Corp. Counsel
DATE 5-16-85

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 [Signature]
Peter J. Jaensch
DATE 5-16-85