

**JAMES R.
AUFFANT P.A.**

ATTORNEY AT LAW

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P95000049330



June 19, 1995

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

Re: Ultimate Expressions Florist & Produce, Inc.

Dear Sir or Madam:

Enclosed is original and one copy of the Articles of Incorporation of the above-named entity. Please file the original and have the copy certified and return to the undersigned.

The enclosed certificate also designates the place of business and the Resident Agent who accepts service of process.

Our check no. 8077 in the sum of \$122.50 as payment of the various fees and taxes is also enclosed.

Thank you for your cooperation in this matter.

Sincerely,

James R. Auffant
James R. Auffant

Enclosures

Dmc 6/23/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ULTIMATE EXPRESSIONS FLORIST & PRODUCE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

ULTIMATE EXPRESSIONS FLORIST & PRODUCE, INC.

The address of the principal office of this corporation shall be: 5005-A Edgewater Drive, Orlando, Florida 32810, and the mailing address shall be the same.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The corporation shall have the authority to issue 100 shares of common stock each with a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered officer of the corporation shall be 1683 Watuaga Avenue, Apartment # 105, Orlando, Florida 32812, and the name of the initial registered agent of the corporation at that address is DUANE TYLER, JR.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

DUANE TYLER, JR.
President and Secretary
1683 Watuaga Avenue #105
Orlando, Florida 32812

FERNANDO POU-VILLALBA
Vice-President and Treasurer
10570 Janeeyre Drive
Orlando, Florida 32822

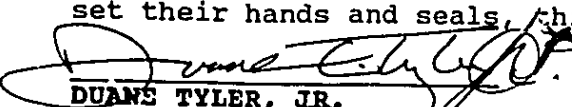
**ARTICLE VII
INCORPORATORS**

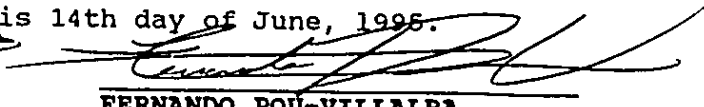
The names and street addresses of the incorporators to these Articles of Incorporation are:

DUANE TYLER, JR.
1683 Watuaga Avenue #105
Orlando, Florida 32812

FERNANDO POU-VILLALBA
10570 Janeeyre Drive
Orlando, Florida 32822

IN WITNESS WHEREOF, the undersigned agents have hereunto set their hands and seals, this 14th day of June, 1995.


DUANE TYLER, JR.
President and Secretary


FERNANDO POU-VILLALBA
Vice-President and Treasurer

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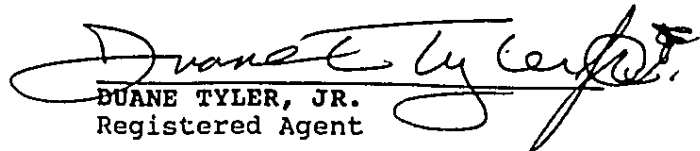
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

95 JUN 21 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of 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 am familiar with and accept the obligations of my position as registered agent.

Dated at Orlando, Florida, this 14th day of June, 1995.


DUANE TYLER, JR.
Registered Agent