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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE

GARDEN FARE BY TIFFANY, INC.

ARTICLE 1

The name of this corporation is GARDEN FARE BY TIFFANY, INC.

ARTICLE 2

This corporation is organized to transact all lawful business.

ARTICLE 3

The total number of shares of capital stock which the corporation shall have authority to issue is 10,000 shares of Common Stock, \$.001 par value per share (the "Common Stock").

ARTICLE 4

The address of the principal office of this corporation is P.O.Box 330072, Miami, Florida 33233. The address of the initial registered office of this corporation is 9701 Biscayne Boulevard, Miami, Florida 33138 and the name of the initial registered agent of this corporation at that address is Joel Bernstein. The undersigned is familiar with and accepts the duties and obligations as registered agent for this corporation.

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ARTICLE 5

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The name and address of the person signing these articles ISSECRETARY OF STATE ALLAHASSEE, FLORIDA

P.O.Box 330072 Miami, FL 33233

ARTICLE 6

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 7

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this <u>2</u> day of February, 1996.

Registered Agent & Incorporator