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LAW OFFICES OF  
**D O W N S & M A N D I N A**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

Reply To:  
269 Giralda Avenue  
Suite 300  
Coral Gables, FL 33134  
444-8226  
Fax 444-6773

Craig T. Downs  
Joseph J. Mandina  
Kevin W. Whitehead

Hialeah Office  
4160 West 16th Avenue  
Suite 100  
Hialeah, FL 33012  
825-8223  
Fax 444-6773

March 29, 1996

Doris McDuffie  
Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

000001771320  
-04/05/96--01093--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. McDuffie:

Enclosed please find the Articles of Incorporation for WORLD WIDE FLOWERS along with a Federal Express Package for you to return upon completion.

If you should have any questions, please do not hesitate to contact the undersigned.  
Thank you.

Sincerely,

*Lisa Acosta*

Lisa Acosta,  
Paralegal,  
Craig T. Downs, Esquire

FILED  
96 APR -1 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc 4/4/96

**LAW OFFICES OF  
DOWNS & MANDINA**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
269 Giralda Avenue, Suite 300  
Coral Gables, FL 33134  
Tel: (305) 444-8226  
Fax: (305) 444-6773

**TELECOPIER COVER SHEET**

**TO:** Doris McDuffie  
**FROM:** Lisa Acosta  
**DATE:** April 3, 1996  
**FAX #:** 904-487-6013

**NUMBER OF PAGES INCLUDING COVER SHEET** \_\_

**RE:** World Wide Flowers, Inc.

**MESSAGE** Please contact our office upon receipt herof.

**THANK YOU** \_\_\_\_\_

**SHOULD YOU HAVE ANY QUESTIONS REGARDING THIS, FAX, PLEASE DO NOT  
HESITATE TO CONTACT MY OFFICE.**

**THIS FACSIMILE CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION  
INTENDED ONLY FOR THE USE OF THE ADDRESS(S) OF THIS FACSIMILE. IF YOU  
ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, OR THE EMPLOYEE  
OR AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT,  
YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION OR COPYING OF THIS  
FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE  
IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE  
ORIGINAL FACSIMILE TO US AT THE ABOVE ADDRESS VIA THE U.S. MAIL.  
THANK YOU.**

**ARTICLES OF INCORPORATION  
OF  
WORLD WIDE FLOWERS, INC.**

**FILED**  
96 APR -1 AM 9:15  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is WORLD WIDE FLOWERS, INC.

**ARTICLE II - DURATION**

The Duration of the corporation is perpetual.

**ARTICLE III - PURPOSE**

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

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is One thousand (1,000) all of which shall be common shares with a par value of one cent (.01).

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - BY-LAWS**

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

#### **ARTICLE VII - PRINCIPAL**

The street address of the initial principle office of the corporation is P.O. Box 610296, Miami, Florida 33261.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Michel Mathews	491 N.E. 108 Street
	Miami, Florida 33161

#### **ARTICLE IX - REGISTERED AGENT**

The name and address of the initial registered agent is:

CRAIG T. DOWNS	269 Giralda Avenue
	Suite 300
	Coral Gables, Florida 33134

**ARTICLE X - INCORPORATOR**

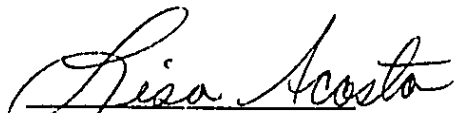
The name and address of the incorporator is:

CRAIG T. DOWNS 269 Giralda Avenue  
Suite 300  
Coral Gables, Florida 33134

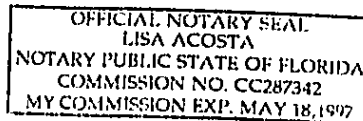
IN WITNESS WHEREOF, the undersigned has executed these Article  
of Incorporation this 29<sup>th</sup> day of March, 1996.

  
CRAIG T. DOWNS, ESQUIRE

SWORN TO and SUBSCRIBED before me this 29 day of March, 1996  
at Miami, Dade County, Florida.

  
Notary Public, State  
of Florida


My Commission Expires:



FILED

96 APR - 1 AM 9:15  
operation at a place

SECRET  
TALLAHASSEE, FLORIDA

  
Craig T. Downs, Esquire

} SS:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the State and County aforesaid, this 29 day of March, 1996.

Risa Costa  
Notary Public.

OFFICIAL NOTARY SEAL  
LISA ACOSTA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC297342  
MY COMMISSION EXP. MAY 18, 1997