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(((H90000000735))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FANTASY FLORALS, INC.

FAX AUDIT NUMBER: H90000000735

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THIS INSTRUMENT PREPARED BY
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 825 South Bayshore Drive, Suite 246
 Miami, Florida 33131
 (305) 381-8600

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ARTICLES OF INCORPORATION
OF
FANTASY FLORALS, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is FANTASY FLORALS, INC., and its principal place of business is 9404 SW 69th Court, Miami, Florida 33156.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and

2. to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$10.00 each and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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SIXTH: Every shareholder of the Corporation shall have the right to acquire, any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

SEVENTH: The address of the initial registered agent of the Corporation in the State of Florida is 9404 SW 69th Court, Miami, Florida 33156, and the name of the initial registered agent of the Corporation at such address is Elise Freedman.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is one, which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elise Freedman	9404 SW 69th Court Miami, Florida 33156

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Elise Freedman	9404 SW 69th Court Miami, Florida 33156

TENTH: 1. Dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

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TWELFTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on the tenth day of May, 1996.

Elise Freedman
Elise Freedman
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On this 10th day of May, 1996, before me, a Notary Public in and for the state and county aforesaid, personally appeared ELISE FREEDMAN, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of FANTASY FLORALS, INC. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.

My Commission Expires:

Notary Public - State of Florida at Large



My Comm Exp. 12/30/98
Bonded By Service Inc
No. CC413045
() Notary Public () Other L.R.

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

By: Elise Freedman
Elise Freedman

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