

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

96 MAY 21 AM 11:04

MIAMI SHORES FLOWER & GIFT SHOP, INC.

(a Florida corporation)

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is MIAMI SHORES FLOWER & GIFT SHOP, INC.

ARTICLE II

The address of the principal office of the Corporation is 10700 N.E. 6th Avenue, Miami Shores, Florida 33161.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE IV

RESIDENT OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Miami Center, Suite 340, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

ARTICLE V
INCORPORATOR

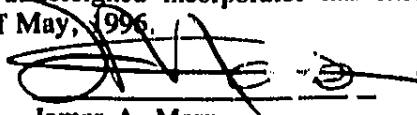
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James A. Marx, Esq.	Miami Center - Suite 340 201 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VI
INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1996.


James A. Marx

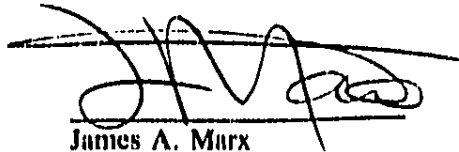
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ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for MIAMI SHORES FLOWER & GIFT SHOP, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: May 18, 1996.



James A. Marx