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KATHLEEN H. WATKINS
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HOMESTEAD, FLORIDA 33090-1629
ZIP FOR FED. EX. 33030

June 26, 1996

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

100001883081
-01/03/96--01033--015
*****122.50 *****122.50

RE: **FANTASY FOLIAGE, INC.**

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation of **FANTASY FOLIAGE, INC.** for filing with your office. Also enclosed please find my check in the amount of \$122.50 which check represents filing fee in the amount of \$35.00, Registered Agent fee in the amount of \$35.00 and \$52.50 for a certified copy.

Also enclosed please find Certificate of Designation Registered Agent/Registered Office for service of process within the State of Florida, naming agent upon whom process may be served for filing with your office.

I am also enclosing self-addressed, stamped envelope for returning the certified copy of the Articles of Incorporation to my office.

Cordially,


(Mrs.) Kathleen H. Watkins

KHW/car

Enclosures

7/5/96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -1 AM 9:17

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95 JUL -1 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FANTASY FOLIAGE, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be FANTASY FOLIAGE, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 21401 S.W. 256 Street, Homestead, FL 33030.

ARTICLE III -- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV -- REGISTERED AGENT

The name and address of the initial registered agent is Kathleen H. Watkins, Esquire, 830 No. Krome Avenue, Homestead, FL 33030.

ARTICLE V -- INCORPORATORS

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

Brian Licina
21401 S.W. 256 Street
Homestead, FL 33030

Hilda Rodriguez
21401 S.W. 256 Street
Homestead, FL 33030

Bruce Brenner
21401 S.W. 256 Street
Homestead, FL 33030

ARTICLE VI -- PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII -- BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders.

ARTICLE VIII -- AMENDMENT

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

ARTICLE IX -- PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE X -- OFFICERS

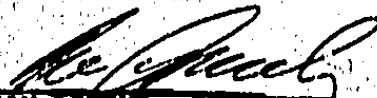
The names and street addresses of the officers to these Articles of Incorporation are:

Brian Licina, President, 21401 S.W. 256 Street
Homestead, FL 33030

Bruce Brenner, Secretary, 21401 S.W. 256 Street
Homestead, FL 33030

Hilda Rodriguez, Vice President/Treasurer,
21401 S.W. 256 Street, Homestead, FL 33030

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 26th day of June, 1996.


BRYAN LICINA, PRESIDENT


BRUCE BRENNER, SECRETARY


HILDA RODRIGUEZ, VICE PRESIDENT/TREASURER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

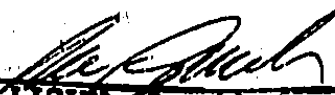
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

96 JUL 11 AM 9:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is FANTASY FOLIAGE, INC.
2. The name and address of the Registered Agent and office is:

Kathleen H. Watkins, Esquire
830 No. Krown Avenue
Homestead, FL 33030


BRIAN LICINA, President

6/26/96
Date

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 do 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 I am familiar with and accept the obligations of my position as Registered Agent.


KATHLEEN H. WATKINS

6/26/96
Date