DRPORATE DIVIGI EIO AG (((11880000010880))) TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT MANAMON DEPARTMENT OF BTATE 1492 W FLAGLER 8T STATE OF FLORIDA SUITE 200 409 EAST GAINES STREET MIAMI FL 33135-TALLAHABBEB, FL 32399 CONTACT: RAY **BTORMONT** FAX: (004) 022-4000 (308) 541-3694 PHONG: (308) 841-8770 I XXII (((H00000010880))) DOOUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: RIPOLL FLOWER DISTRIBUTORS, INC. FAX AUDIT NUMBER: H90000010880 CURRENT STATUS: REQUESTED DATE REQUESTED: 08/06/1996 TIME REQUESTED: 10:21:22 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX NUMBER OF PAGES: 6 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bettom of all pages of the document. (((H980000010880))) ** ENTER 'M' FOR MENU, ** ENTER SELECTION AND (OR): Help F1 Option Menu F2 NUM Connect: 00:26:2'

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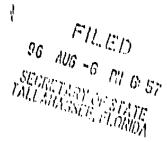
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ARTICLES OF INCORPORATION

OF

RIPOLL FLOWER DISTRIBUTORS, INC.

The undersigned, LINDA M. KAPLAN, Esq. acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

1

NAME:

The name of this Corporation shall be:

RIPOLL FLOWERS DISTRIBUTORS, INC.

11.

BUSINESS:

The general nature of the business and business to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is

Linda M. Kaplan, Esq. 9200 S. Dadeland Blud. 4412 Miami, FL 33156 (305)670 1700 / FBN, 223565

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expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III.

SHARES:

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, at \$ 1.00 per value per share.

IV.

EXISTENCE:

The corporation shall have perpetual existence.

V.

PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is: 8312 NW 14th Street, Miami, Fl. 33126

The initial registered agent for the Corporation is Joseph Novitski.

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VI.

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws.

Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

(Name)

(Addross)

Marta Ripoll do Urrutia

8312 NW 14th Stroot Miami, Florida 33126

VII.

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows:

(Name)

(Address)

Linda M. Kaplan

9200 S. Dadeland Blvd., Suite 412

Miami; FL, 33156

VIII.

GENERAL PROVISIONS:

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in flow of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extend permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miaml, Florida, this 1st day of August, 1996.

Linda M. Kaplan'

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of inderposation were acknowledged before me this 1st day of August, 1996, by Linda M. Kaplan.

My Commission Expires:

ELLEN REYERSRACH MORALES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC437818
MY COMMISSION EXP. FEB. 6,1099

Notary Public, State of Florida at Large

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned haveby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statules.

Joseph Novitski Registered Agent

Miami, Florida 2 day of August 1996.

D:Corp.

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SECRETURY OF STATE
TALL HASSEE FLOOR