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8/16/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS, FILING COVER SHEET

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST PENNSA STREET

TALLAHASSEE, FL 32399

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CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARIA'S NEW YORK FLORIST AND PHOTOGRAPHY, INC.

FAX AUDIT NUMBER: H96000011472

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/16/1996

TIME REQUESTED: 13:58:43

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

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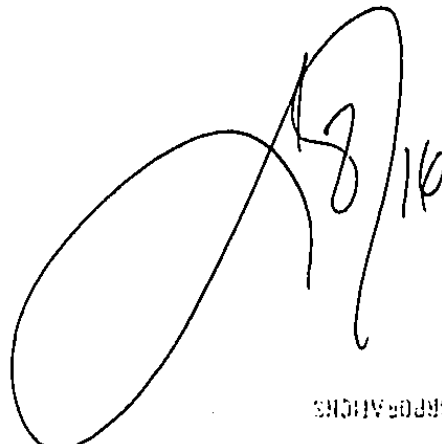
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ARTICLES OF INCORPORATION
OF

MARIA'S NEW YORK FLORIST AND PHOTOGRAPHY, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
MARIA'S NEW YORK FLORIST AND PHOTOGRAPHY, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage -
in the transaction of florist, photo service, gift, etc.

and all other lawful activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Seven Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than --
Seven Hundred Dollars (\$700.00).

ARTICLE VI

The post office address of the principal office of this --
corporation shall be: 553 S.W. 8 Street, Miami, Florida
33130.

H96-11472
ACE INDUSTRIES, INC.
54 N.W. 11th Street
Miami, Florida 33136
305-358-2571

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ARTICLE VII

The name and address of the initial Registered Office of -- this corporation in the State of Florida is:

Maria Gutierrez
2291 S.W. 2nd Terrace
Miami, Florida 33135

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. The number of Directors, no less than one, no more than ten and shall be fixed by resolution of the ---- stockholders at regular or special meetings, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as ---- follows:

NAME	OFFICE	ADDRESS
Maria Gutierrez -	President & Sec.	2291 S.W.2Terr.Miami Fla.
Leo Gutierrez Jr.	Director	2291 S.W.2Terr.Miami Fla.
Aida Gutierrez	Director	2291 S.W.2Terr.Miami Fla.
Sandra Safadid	Director	2291 S.W.2Terr.Miami Fla.
Danilda Gutierrez	Director	2291 S.W.2Terr.Miami Fla.
Barbara Caban	Director	2291 S.W.2Terr.Miami Fla.
Albania Alardo	Director	2291 S.W.2Terr.Miami Fla.

ARTICLE X

Distribution to incorporators is as follows:

Maria Gutierrez	100 Shares	\$ 100.00 Value
Leo Gutierrez Jr.	100 Shares	\$ 100.00 Value
Aida Gutierrez	100 Shares	\$ 100.00 Value
Sandra Safadid	100 Shares	\$ 100.00 Value
Danilda Gutierrez	100 Shares	\$ 100.00 Value
Barbara Caban	100 Shares	\$ 100.00 Value
Albania Alardo	100 Shares	\$ 100.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this corporation, owned by him first offer -- such stock to the remaining stockholders of this corporation and obtaining their refusal to purchase same, proceed to sell at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 13th Day of July 1996.

Maria Gutierrez
Maria Gutierrez-Incorporator

Leo Gutierrez Jr.
Leo Gutierrez Jr.-Incorporator

Aida Gutierrez
Aida Gutierrez-Incorporator
STATE OF FLORIDA)

COUNTY OF DADE)

Sandra S. Gutierrez
Sandra Safadid-Incorporator

Barbara Caban
Barbara Caban-Incorporator

Albania Alardo
Albania Alardo-Incorporator

Daniela Gutierrez
Daniela Gutierrez-Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- Maria Gutierrez, Leo Gutierrez Jr., Aida Gutierrez, Sandra Safadid, Daniela Gutierrez, Barbara Caban and Albania Alardo. who after first being duly sworn, executed the foregoing --- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 13th Day of July 1996.

Joe C. Jimenez
NOTARY PUBLIC, State of Florida at large.



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is MARIA'S NEW YORK FLORIST AND PHOTOGRAPHY, INC.

The name and address of the Registered Agent and office is Maria Gutierrez, 2291 S.W. 2nd Terrace, Miami, Florida 33135.

[Signature]
Corporate Officer

Title: President

Dated: July 13, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.

[Signature]
Maria Gutierrez, Registered agent
accepting office.

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