

P960000 78457

LAW OFFICE OF
DOWNS & MANDINA
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

Reply To:
269 Florida Avenue
Suite 300
Coral Gables, FL 33134
444-8226
Fax 444-6773

Craig T. Downs
Joseph J. Mandina
Kevin W. Whitehead

Hialeah Office
4161 West 16th Avenue
Suite 100
Hialeah, FL 33012
813-8223
Fax 444-6773

September 17, 1996

Doris McDuffie
Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

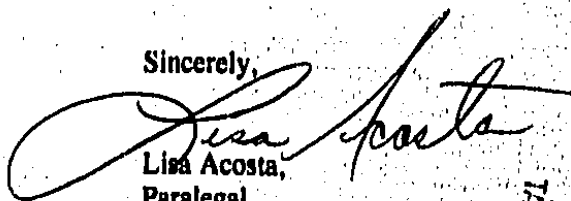
100001956521
-09/25/96--01062--007
****122.50 ****122.50

Dear Ms. McDuffie:

Enclosed please find the Articles of Incorporation for The Florida Flower Commission, Inc., along with a check in the amount of \$122.50 for the processing this corporation.

If you should have any questions, please do not hesitate to contact the undersigned.
Thank you.

Sincerely,



Lisa Acosta,
Paralegal,
Craig T. Downs, Esquire

FILED
96 SEP 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9.20.96

**ARTICLES OF INCORPORATION
OF
THE FLORIDA FLOWER COMMISSION, INC.**

FILED
96 SEP 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is THE FLORIDA FLOWER COMMISSION, INC.

ARTICLE II - DURATION

The Duration of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One thousand (1,000) all of which shall be common shares with a par value of one cent (.01).

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE VII - PRINCIPAL

The street address of the initial principle office of the corporation is P.O. Box 610296, Miami, Florida 33261.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Mike Mathews	491 N.E. 108 Street
	Miami, Florida 33161

ARTICLE IX - REGISTERED AGENT

The name and address of the initial registered agent is:


CRAIG T. DOWNS	269 Giralda Avenue
	Suite 300
	Coral Gables, Florida 33134

ARTICLE X - INCORPORATOR

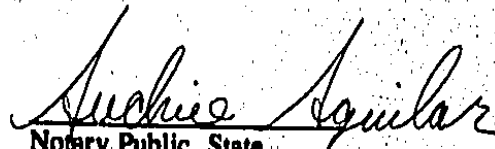
The name and address of the incorporator is:

CRAIG T. DOWNS 269 Giralda Avenue
Suite 300
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Article
of Incorporation this 16th day of September, 1996.


CRAIG T. DOWNS, ESQUIRE

SWORN TO and SUBSCRIBED before me this 16 day of September, 1996
at Miami, Dade County, Florida.


Notary Public, State
of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
AUDRIE AGUILAR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC366465
MY COMMISSION EXP. APR. 21, 1998

ACCEPTANCE

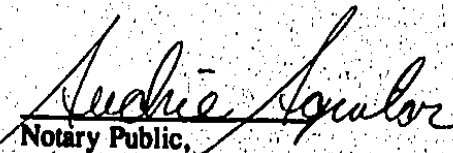
Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.


Craig T. Downs, Esquire

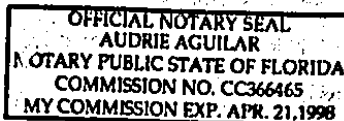
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared CRAIG T. DOWNS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of Sept., 1996.


Notary Public,
State of Florida

My Commission expires:



FILED
96 SEP 19 AM 53
CLERK OF STATE
TALLAHASSEE, FLORIDA