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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANT

AUDIT NUMBER.....H96000016645

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ARTICLES OF INCORPORATION
OF
ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC.

H96000016645

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders

PREPARED by COLIN ROBINSON

ROBINSON & COMPANY

17645 NW 27TH AVE, MIAMI, FL 33056

(305) 621-7555

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SECRETARY OF STATE

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of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is VANDELIN MCGOWAN-ARSCOTT state address of the initial registered office of the corporation in the State of Florida is 1430 SW 87TH TERRACE, PEMBROKE PINES, FLORIDA 33025.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have five (5) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Directors are:

| | |
|--------------------------|--|
| VANDELIN MCGOWAN-ARSCOTT | 1430 SW 87TH AVENUE PEMBROKE PINES, FL 33025 |
| ROBERT ARSCOTT | 1430 SW 87TH AVENUE PEMBROKE PINES, FL 33025 |
| DAEMION BLACK | 1430 SW 87TH AVENUE PEMBROKE PINES, FL 33025 |
| LATRICIA JOHNSON | 1430 SW 87TH AVENUE PEMBROKE PINES, FL 33025 |
| JODY BLOCK | 1430 SW 87TH TERRACE PEMBROKE PINES, FL 33025 |

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ARTICLE VII
INCORPORATION

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The name and address of the incorporator of these articles of Incorporation is VANDELIN MCGOWAN-ARSCOTT, 1410 SW 87TH TERRACE, PEMBROKE PINES, FL 33025.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 25 day of Nov. 1996.

Vandelin M. McGowan-Arscott
VANDELIN MCGOWAN-ARSCOTT

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STATE OF FLORIDA)
COUNTY OF BROWARD)

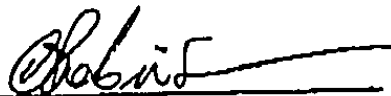
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BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared VANDELIN MCGOWAN-ARSCOTT known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal in the State and County aforesaid, this 25 day of Nov. 1996.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 8/5/98
Commission #CC 405099


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC.
desiring to organize or qualify under the laws of the State of
Florida with its principal place of business at 1430 SW 87TH
TERRACE, PEMBROKE PINES, FL 33025, has named VANDELIN MCGOWAN-
ARSCOTT of 1430 SW 87TH TERRACE, PEMBROKE PINES, FL 33025, as its
agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate, I hereby am
familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Dated this 11/25/96 day of Nov., 1996.

BY: V. McGowan-Arscott
VANDELIN MCGOWAN-ARSCOTT
Registered Agent

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC.
1430 SW 87TH TERRACE
PEMBROKE PINES, FL 33025

SUBJECT: ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC.
Ref. Number: P96000096151

Debit Memo #: 8497-BB

This is to inform you that check #199 in the amount of \$173.75 submitted with the annual report for ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANTS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 2, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00029710