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TO: DIVISION OF CORPORATIONS

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NAME: ARSCOTTS FLORAL DESIGNS & WEDDING CONSULTANT

AUDIT NUMBER.....H96000016645

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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

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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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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
DAEMON 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, 1430 SW 87TH TERRACE, PEMBROKE PINES, FL 33025.

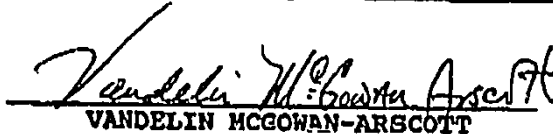
ARTICLE VIII
INDEMNIFICATION

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 MCGOWAN-ARSCOTT

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STATE OF FLORIDA)
COUNTY OF BROWARD)

H96 000016645

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 these 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

Colin O. Robinson
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 ARSCOTT'S 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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