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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: A & L FLOWER INC.

AUDIT NUMBER.....H97000002003

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

CERT. OF STATUS...1

PAGES..... 4

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**Articles of Incorporation
of
A & L Flower Inc.**

EFFECTIVE DATE

2-3-97

Article I. Name

The name of this Florida corporation is:
A & L Flower Inc.

Article II. Address

The mailing address of the Corporation is:
A & L Flower Inc.
12895 SW 42nd Street
Miami FL 33175

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Wayne M. Louk
12895 SW 42nd Street
Miami FL 33175

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H97000002003

Christina Gonzalez FL Bar Member 18937
Gonzalez & Rembold, P.A.
815 NW 57th Avenue, Suite 445
Miami FL 33126
305-262-9525 • Fax 305-758-8050

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Wayne M. Louk
Michael Louk
Abraham Arjona

Article VI. Incorporator

The name and address of the incorporator is:

Christina Gonzalez
Gonzalez & Rembold, P.A.
815 NW 57th Avenue, Suite 445
Miami FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 3, 1997

The undersigned incorporator executed these Articles of Incorporation on February 3, 1997



CHRISTINA GONZALEZ
by L.A. Uriarte as attorney-in-fact

H97000002003

Christina Gonzalez FL Bar Member 18937
Gonzalez & Rembold, P.A.
815 NW 57th Avenue, Suite 445
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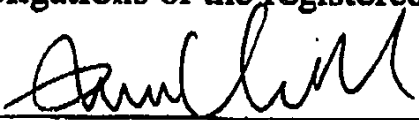
**Certificate of Designation
Registered Agent and Registered Office**

**CORPORATION:
A & L Flower Inc.**

**REGISTERED AGENT:
Wayne M. Louk
12895 SW 42nd Street
Miami FL 33175**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WAYNE M. LOUK

by L.A. Uriarte as attorney-in-fact

Date: 2/3/97

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**Christina Gonzalez FL Bar Member 18937
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