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Lawrence John Miano, P.A.

Attorney & Counsellor at Law

FILED

110 TOWER - SUITE 1630
110 SOUTHEAST 6th STREET
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 463-3665

97 FEB 24 1997
FLORIDA, NEW YORK
WASHINGTON, D.C.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 19, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: FLORAL CREATIONS BY BARBIE, INC.

Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles of Incorporation for Floral Creations by Barbie, Inc.
2. Original Designation and Acceptance of Registered Agent.
3. Copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent.
4. Check in the amount of \$122.50, representing the costs for filing the Articles of Incorporation and Designation and Acceptance of Registered Agent.

Please return the copy of the Articles and Designation stamped with the filing date and time.

Thank you for your prompt attention with regard to this matter.

Very truly yours,

Lawrence J. Miano

LJM:kb
Encl.
barbie\secsta.ltr

PK
2/2/97

ARTICLES OF INCORPORATION

OF

Floral Creations by Barbie, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is Floral Creations by Barbie, Inc.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having the par value of \$5.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is:

110 S.E. 6th Street, Suite 1630
Fort Lauderdale, FL 33301

ARTICLE VII

The corporation shall have ONE director(s) initially, whose names and street addresses are as follows:

BarBie Stephens 210 N.W. 4th Avenue, Boca Raton, FL 33433

ARTICLE VIII

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

BarBie Stephens 210 N.W. 4th Avenue, Boca Raton, FL 33433

ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

Lawrence John Miano, P.A.
110 Tower - Suite 1630
110 S.E. 6th Street
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 th day of February, 1997.


BarBie Stephens

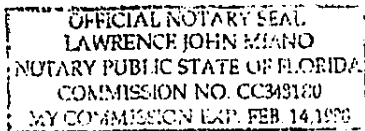
STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized in the state and county aforementioned to take acknowledgements, personally appeared BarBie Stephens known to me to be the person

who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County last aforesaid this 12 day of February, 1997.

My commission expires:




NOTARY PUBLIC

Lawrence J. Miano
(Print Name of Notary Public)

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

Pursuant to the provisions of Florida Statute 97 FEB 21 AM 10:22
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. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is:

Floral Creations by Barbie, Inc.

The name of the Registered Agent is:

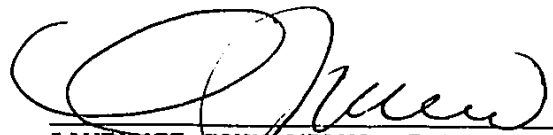
LAWRENCE JOHN MIANO, P.A.

The address of the Registered Agent/registered office is:

110 Tower- Suite 1630
110 S.E. 6th Street
Fort Lauderdale, FL 33316

ACCEPTANCE

Having been named as Registered Agent and designated to
accept service of process for the above corporation, I hereby
accept this appointment as Registered Agent and agree to act in
this capacity. I further agree to comply with the provisions of
all Statutes relating to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my
position as Registered Agent.



LAWRENCE JOHN MIANO, P.A.
Registered Agent for
Floral Creations by Barbie, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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