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LAW OFFICE OF

KATZ & VELIZ, P.A.

NORBERTO S. KATZ

DAVID W. VELIZ

TELEPHONE (407) 894-6248

FACSIMILE (407) 896-4355

April 2, 1997

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Pure Flowers, Inc.

Dear Sirs:

EFFECTIVE DATE

3-31-97

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****122.50 ****122.50

Please find enclosed the following:

1. Original and one (1) copy of Articles of Incorporation for this proposed corporation.
2. Trust account check number 1329 in the amount of \$122.50.

The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged in the same matter as the original. Please endorse your approval of these Articles on the duplicate copy, certify it and return it to this office at your earliest convenience.

Thank you very much for your cooperation in this matter.

Sincerely yours,

David W. Veliz

DWV/rr
Enclosures (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 8 1997

ARTICLES OF INCORPORATION

OF

PURE FLOWERS, INC.

ARTICLE I - NAME

The name of the corporation is PURE FLOWERS, INC.

EFFECTIVE DATE
3-31-97

ARTICLE II

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRINCIPAL OFFICE AND

PRINCIPAL OFFICE ADDRESS

The principal office of the Corporation and the principal office address is:

PURE FLOWERS, INC.
720 California Woods Circle
Orlando, Florida 32824

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be: 2211 East Michigan Street
Orlando, Florida 32806

The name of the initial registered agent of this corporation at that address shall be: DAVID W. VELIZ

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and address of the initial directors and officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Natalja Ferns	720 California Woods Circle Orlando, Florida 32824	President / Treasurer
Presley Ferns	720 California Woods Circle Orlando, Florida 32824	Vice-President/ Secretary

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Natalja Ferns	720 California Woods Circle Orlando, Florida 32824
Presley Ferns	720 California Woods Circle Orlando, Florida 32824

ARTICLE IX - BY-LAWS

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 31 day of March, 1997.

Natalja Ferns

NATALJA FERNS

Presley Ferns

PRESLEY FERNS

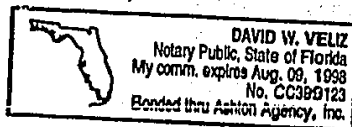
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared
NATALJA FERNS and PRESLEY FERNS, known to me to be the individuals
described in who executed the foregoing Articles of Incorporation
and they acknowledged that they subscribed the said instrument for
the purposes set forth therein.

WITNESS my hand and office seal in the County and state last
aforementioned this 31st day of March, 1997.

David W. Veliz
Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes the following is submitted in compliance with said Act:

First - that PURE FLOWERS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida has named DAVID W. VELIZ, located at 2211 East Michigan Street, City of Orlando, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in that capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID W. VELIZ

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CLERK OF COURT
TALLAHASSEE, FLORIDA