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Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

April 22, 1997

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Moonflowers, Inc.
(Proposed corporate name)

To Whom It May Concern:

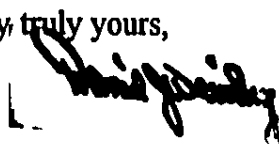
Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Ronald L. Shepherd
Moonflowers, Inc.

c/o DANIEL J. WEINBERG, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,



AL APR 28 1997 Daniel J. Weinberg
Certified Public Accountant

DJW/clw
:articles.moo:

Financial Centre West (SunTrust Bank Bldg.) 1761 W. Hillsboro Blvd., Suite 205, Deerfield Beach, FL 33442
(954) 428-8899 Fax (954) 428-8899

FILED
97 APR 25 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

Moonflowers, Inc.

FILED
97 APR 25 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Moonflowers, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3995 N.W. 4th Court
Deerfield Beach, FL 33442

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ronald L. Shepherd
3995 N.W. 4th Court
Deerfield Beach, FL 33442

ARTICLE V - INCORPORATOR(S)

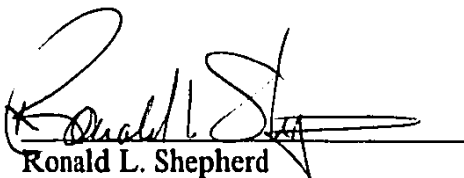
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Ronald L. Shepherd
3995 N.W. 4th Court
Deerfield Beach, FL 33442

Matthew W. Shepherd
3995 N.W. 4th Court
Deerfield Beach, FL 33442

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

7th day of April, 1997.


Ronald L. Shepherd

ARTICLE VI - PURPOSES

Business Purpose: To manufacture and sell incense, oil, ceramics, and jewelry to
businesses and to the general public.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

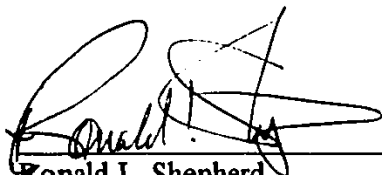
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Moonflowers, Inc.

The registered agent and office is:

Ronald L. Shepherd
3995 N.W. 4th Court
Deerfield Beach, FL 33442



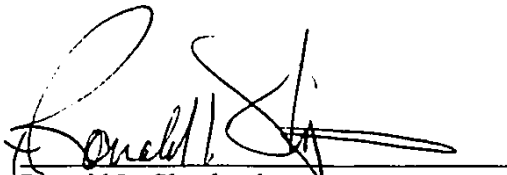
Ronald L. Shepherd

4/7/97

Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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 POSITIONS AS REGISTERED AGENT.



Ronald L. Shepherd

4/7/97

Date

FILED
97 APR 25 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA