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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALL AMERICA'S FLOWERS, INC.  
AUDIT NUMBER.....H97000007528  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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ARTICLES OF INCORPORATION

⑤

OF

All America's Flowers, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

All America's Flowers, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Prepared By:  
David Hernandez  
210 N. University Dr. Ste 502  
Coral Springs, Fl. 33071  
(954) 346-7288

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TALLAHASSEE, FLORIDA

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ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 210 N. University Dr. Ste 502, Coral Springs, Fl. 33071 and the name of the initial registered agent of this corporation at that address is David Hernandez.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

David Hernandez  
210 N. University Dr. Ste 502  
Coral Springs, Fl. 33071

ARTICLE IX. Officers. The initial officers of the corporation will be: David Hernandez, President, Secretary, and Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

David Hernandez  
210 N. University Dr. Ste 502  
Coral Springs, Fl. 33071

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

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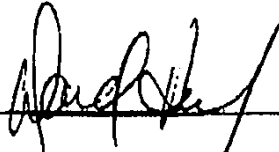
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ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 210 N. University Dr. Ste 502, Coral Springs, Fl. 33071.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of May, 1997.

x



(SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, David Hernandez, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th Day of May, 1997.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of  
Corporations Department of State  
Tallahassee, FL 32304

I, David Hernandez, do hereby consent to serve as  
registered agent for the corporation, All America's Flowers,  
Inc. This 7th Day of May, 1997.

x

  
David Hernandez

Address of registered agent:

210 N. University Dr. Ste 502  
Coral Springs, Fl. 33071

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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