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*Attorneys at Law*

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June 24, 1997

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

700002223947--2  
-06/26/97--01075--006  
\*\*\*122.50 \*\*\*122.50

Re: Orchids Only, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$122.50.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy.

Very truly yours,

MARK R. RUBIN

MRR/ssk

Enclosures (stated)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 26 PM 12:13

ARTICLES OF INCORPORATION  
FOR  
ORCHIDS ONLY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 26 PM 12:13

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

ORCHIDS ONLY, INC.

The mailing address shall be:

2699 South Bayshore Drive, Suite 600B  
Miami, FL 33133

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

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

2699 South Bayshore Drive, Suite 600B  
Miami, FL 33133

The name of the initial registered agent of this corporation is:

JOAN R. NEEDELL  
2699 South Bayshore Drive, Suite 600B  
Miami, FL 33133

ARTICLE V.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

JOAN R. NEEDELL  
2699 South Bayshore Drive, Suite 600B  
Miami, FL 33133

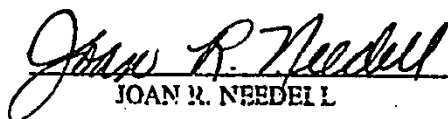
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 26 PM 12:13

ARTICLE VI.

The name and addresses of the person who is the incorporator signing these Articles are:

JOAN R. NEEDELL  
2699 South Bayshore Drive, Suite 600B  
Miami, FL 33133

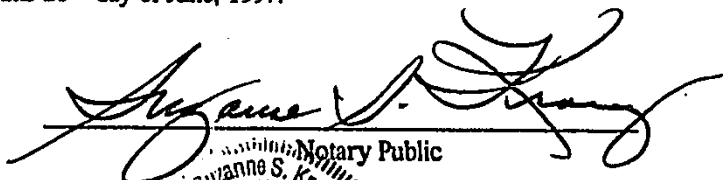
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of June, 1997.

  
JOAN R. NEEDELL

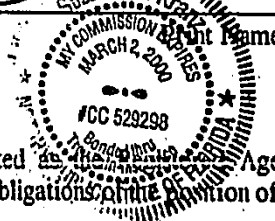
STATE OF FLORIDA        }  
                                  } SS:  
COUNTY OF DADE        }

BEFORE ME, the undersigned authority, personally appeared, JOAN R. NEEDELL, who is, personally known to me and who did take an oath, as the person described in and who executed and subscribed to the above Articles of Incorporation, and that she acknowledged before me that she executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 20<sup>th</sup> day of June, 1997.

  
Suzanne S. Kratz  
Notary Public

My Commission Expires:



I, JOAN R. NEEDELL, having been designated as the Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.

  
JOAN R. NEEDELL