

5300 First Union Financial Center
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Morgan, Lewis
& Bockius LLP

COUNSELORS AT LAW

P97000058292

June 27, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002227326--6
-07/01/97--01013--019
****122.50 ****122.50

Re: Articles of Incorporation of Floral Acquisition Corporation

Dear Sir/Madam:

I enclose the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check made payable to the Secretary of State in the amount of \$122.50 covering the cost for filing same and one certified copy of the filed document.

Accordingly, please file the enclosed document and return the certified copy to the undersigned in the enclosed self-addressed envelope.

Sincerely,



Marcello A. Benedetto*

Enclosures

* Admitted in New York only.

FILED
97 JUL -1 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
7/13/97

ARTICLES OF INCORPORATION
OF
FLORAL ACQUISITION CORPORATION

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Floral Acquisition Corporation

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

3500 Whitehaven Parkway
Washington, DC 20007

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$1.00 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher, Esq.
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

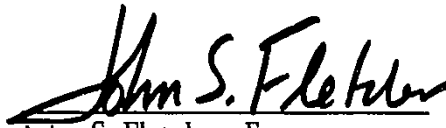
Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Robert Poirier

3500 Whitehaven Parkway
Washington, DC 20007

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 26th day of June, 1997.

A handwritten signature in black ink, appearing to read "John S. Fletcher", is written over a horizontal line.

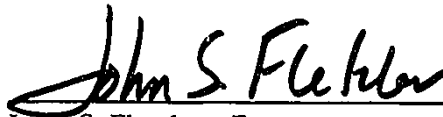
John S. Fletcher, Esq.
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of FLORAL ACQUISITION CORPORATION and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: June 26, 1997.

A handwritten signature in black ink, reading "John S. Fletcher", written over a horizontal line.

John S. Fletcher, Esq.
Registered Agent