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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 457562 5801A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 10, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 457562-005

CUSTOMER NO: 5801A

CUSTOMER: Mr. Chris Shupert
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

1833 Hendry Street
Fort Myers, FL 33901-3095

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07/10/97--01065--017
***122.50 ***122.50

DOMESTIC FILING

NAME: ORCHID WORLD NEW YORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 1:58

RECEIVED
97 JUL 10 AM 11:21
DIVISION OF CORPORATION

7-10-97
WS

**ARTICLES OF INCORPORATION
OF
ORCHID WORLD NEW YORK, INC.**

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
91 JUL 10 PM 1:58

The undersigned do hereby associate themselves together, for the purpose of forming a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

CHARTER

**Article I
Name**

The name of the corporation shall be ORCHID WORLD NEW YORK, INC.

**Article II
Principal Office**

The principal place for the transaction of the corporation business shall be 10885 S.W. 95th Street, the City of Miami, County of Dade, in the State of Florida, 33176, and the mailing address shall be the same. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

**Article III
Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article IV
Authorized Shares**

The aggregate number of shares the corporation shall have authority to issue shall be 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not

authorized to issue shares in series.

Article V
Term of Existence

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VII
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Warren R. Kelly
10885 S.W. 95th Street
Miami, Florida 33176

President/Director

Suzanne Sokal
10885 S.W. 95th Street
Miami, Florida 33176

Treasurer/Secretary

Article VIII
Incorporator and Subscribers

The names and addresses of the incorporators and initial subscribers of

this incorporation with the number of shares subscribed for, are as follows:

Warren R. Kelly	95 Shares
10885 S.W. 95th Street	
Miami, Florida 33176	

Suzanne Sokal	5 Shares
10885 S.W. 95th Street	
Miami, Florida 33176	

Article IX **Indebtedness**

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X **Registered Office and Agent**

The street address of the initial registered office of this corporation is 10885 S.W. 95th Street, Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is Warren R. Kelly.

Article XI **Preemptive Rights**

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII **Bylaws**

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Indemnification

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, WE, WARREN R. KELLY and SUZANNE SOKAL, the undersigned being the incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set our hands and seals this 1 day of July, 1997.

 (SEAL)
WARREN R. KELLY

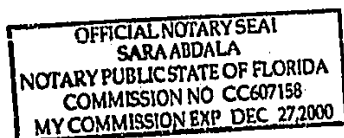
 (SEAL)
SUZANNE SOKAL

STATE OF FLORIDA)

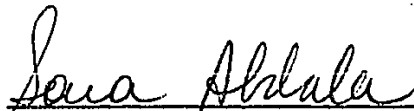
COUNTY OF Dade)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared WARREN R. KELLY, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 1 day of July, 1997, who produced a FLDL# K400-896-35-065-0 as identification and who did not take an oath. .



My Commission Expires:


Notary Public
SARA Abdala
(Print Name)

New York
STATE OF ~~FLORIDA~~)
COUNTY OF *New York*

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared SUZANNE SOKAL, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 2nd day of July, 1997, who produced a Florida Drivers License as identification and who did not take an oath.

SHERMAN MACKERETH
Notary Public, State of New York
No. 01MA5034638
Qualified in Queens County
Commission Expires Oct. 17, 1998

Sherman Mackereth
Notary Public
Sherman Mackereth
(Print Name)

My Commission Expires: *Oct. 17, 1998*

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That ORCHID WORLD NEW YORK, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Warren R. Kelly, located at 10885 S.W. 95th Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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

BY: 
Warren R. Kelly, Registered Agent

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