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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FELICIA FLOWERS BOTANIC, INC.

AUDIT NUMBER.....H97000012913

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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8/7/97

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**ARTICLES OF INCORPORATION OF
FELICIA FLOWERS BOTANIC, INC.**

a Florida Corporation

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ARTICLE I- NAME:

The name of this corporation is:

FELICIA FLOWERS BOTANIC, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in

accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

**This corporation is organized for the purpose of transacting any and all business
permitted under the laws of the United States and of the State of Florida.**

ARTICLE IV-CAPITAL STOCK:

**This corporation is authorized to issue sixty (60) shares of NO PAR VALUE
common stock, which shall be designated "Common Stock".**

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Prepared by: ROBERTO F. FLEITAS, ESQ.,
782 NW La Jeune Rd., # 550
Miami, Florida 33126
(305) 442-1439 / FBN. 273546

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ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is

(are): FELICITA G. MARTINEZ
1330 S.E. 9th Avenue, # 4
Hialeah, Florida 33010

IN WITNESS WHEREOF, the undersigned subscriber(s)

has (have) executed these Articles of Incorporation this 5th day of August 1997.



FELICITA G. MARTINEZ

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, 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 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 VI-INITIAL REGISTERED OFFICE AND AGENT:

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

407 S.W. 12th Avenue, Suite J & K, Miami, Florida 33130

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

FELICITA G. MARTINEZ

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

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

FELICITA G. MARTINEZ
1330 S.E. 9th Avenue, # 4
Hialeah, Florida 33010

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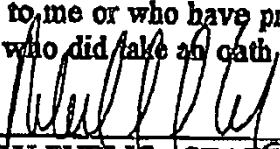
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
FELICITA G. MARTINEZ

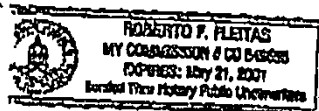
known to me and known by me to be the person (s) who executed the foregoing
Articles of Incorporation, and acknowledged before me that he executed the
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 5th
day of August, 1997 by FELICITA G. MARTINEZ who are
personally known to me or who have produced _____ as
identification and who did take an oath.



NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted: FELICIA FLOWERS BOTANIC, INC.

desiring to organize or qualify under the laws of the State of Florida, with its
principal place of business in the City of Miami, County of Dade, State of
Florida, has named: FELICITA G. MARTINEZ

as its agent to accept service of process within the State of
Florida, with the registered address as: 1330 S.E. 9th Avenue, # 4,
Hialeah, Florida 33010

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: THE 5th DAY OF August 1997


REGISTERED AGENT

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