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August 20, 1997

State of Florida
Corporate Division
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 2:40

Re: **FLOWERING TROPICALS, INC.,**
a Florida corporation

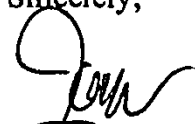
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Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-captioned corporation, along with our check in the amount of \$122.50 representing the filing fee for same. Please register said corporation as a Florida corporation.

Please return a copy to us upon filing same along with your certification. Thank you.

Sincerely,



JACK P. ATTIAS, ESQUIRE

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D. BROWN AUG 27 1997

ARTICLES OF INCORPORATION

OF

FLOWERING TROPICALS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I the undersigned, for the purpose of organizing and incorporating the Corporation herein above referred to, do hereby make subscribe and file these Articles of Incorporation in accordance with the provisions of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is : Flowering Tropicals, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of: manufacturing, retailing, distributing, growing, cultivating, marketing plants, including any business activity associated therewith but not limited to, renting or buying property, constructing of facilities for sale and/or distribution, entering into mortgages for that purpose, acquiring vehicles, filing patents and/or copyrights, developing marketing techniques, traveling to acquire information, clients or experts.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue or to have outstanding at any time 50 shares

of common stock having a par value of \$10.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done at the price at which it is offered to others).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 600 Grapetree Dr., Suite 4 E-North, Key Biscayne, Florida 33149 and the name of the initial registered agent is: Felicia Hurtado

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors 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. The names and addresses of the initial Directors of this corporation are:

Jack P. Attias
600 Grapetree Dr., Ste 4EN
Key Biscayne, Fl. 33149

William H. Gravitt
21150 S.W. 232nd. Street
Miami, FL. 33170

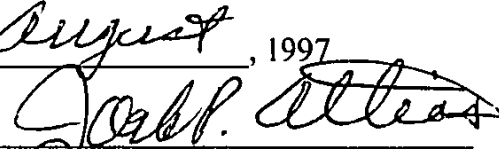
ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is: Jack P. Attias,
600 Grapetree Dr., Ste. 4EN, Key Biscayne, Fl. 33149

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned Subscriber has executed these Articles of Incorporation this 20 day of August, 1997




Jack P. Attias, Subscriber

STATE OF FLORIDA

COUNTY OF DADE:

BEFORE ME a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Jack P. Attias. Known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20 day of August, 1997.



NOTARY PUBLIC, State of Florida

My commission expires:




Michele M. Padovan
MY COMMISSION # CC629687 EXPIRES
March 20, 2001
BONDED THROUGH FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 2:40

CERTIFICATE DESIGNATING RESIDENT AGENT UPON WHOM

PROCESS MAY BE MADE

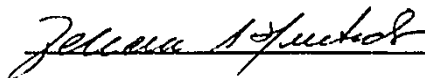
The following is submitted in compliance with Chapter 48.091, Florida Statutes. Flowering Tropicals, Inc., a corporation being organized under the Laws of the State of Florida, with its principal office at: 600 Grapetree Dr., Ste 4EN, Key Biscayne, FL. 33149. Has named Felicia Hurtado, located at 600 Grapetree Dr., Suite 4-E North, Key Biscayne, FL. 33149, County of Dade, State of Florida, as its agent to accept service of process withing the State.



Jack P. Attias, Incorporator

ACCEPTANCE

I agree as registered agent to accept service of process to keep the registered office open during prescribed hours, and to post my name in some conspicuous place in said office as required by Law



Felicia Hurtado, Registered Agent