

SEP-2-97 TUE 14:35

KRAMER GREEN ZUCKERMAN K

FAX NO. 9549811605

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

CONTACT: SANDY TOMLIN

PHONE: (954)966-2112

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NAME: BLOOMS TO GO, INC.

AUDIT NUMBER.....H97000014469

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

BLOOMS TO GO, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract pursuant to the provisions of Chapter 607, Florida Statutes, for the purpose of establishing a corporation, does hereby declare the following:

ARTICLE I  
NAME

The name of this corporation is Blooms To Go, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The mailing address of this corporation shall be:

10460 S.W. 123rd Street  
Miami, FL 33176

ARTICLE III  
NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under Florida law.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every 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

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fractional shares) 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 4000 Hollywood Blvd. Suite 485 South, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is Les Kushner.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the Director is:

Terry Hirschberg  
10460 S.W. 123rd Street  
Miami, FL 33176

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Terry Hirschberg  
10460 S.W. 123rd Street  
Miami, FL 33176

ARTICLE IX  
INDEMNIFICATION

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

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any

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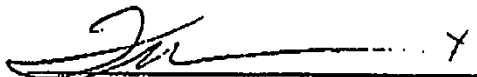
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provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 9/2, 1997

  
Terry Hirschberg  
Incorporator

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CERTIFICATE DESIGNATION PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
CLERK OF DISTRICT COURT  
91 SEP -2 AM 11:38

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In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

That Blooms To Go, Inc. desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of  
business at the City of Miami, State of Florida, has named Les  
Kushner, 4000 Hollywood Blvd., Suite 485 South, City of Hollywood,  
State of Florida, as its agent to accept service of process within  
Florida.

SIGNATURE

TITLE

DATE

Incorporator

9/2/97

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all Statutes relative to the proper and  
complete performance of my duties.

SIGNATURE

DATE

9/2/97

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