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Of Counsel:

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Carle Place, NY 11514
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8551 West Sunrise Boulevard
Suite 208
Ft. Lauderdale, Florida 33322
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FILED

97 SEP 11 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of Counsel:

Bass & Doherty PC
40 Soldiers Field Place
Boston, MA 02135
(Mass. and Fla. Bar)

September 8, 1997

EFFECTIVE DATE

9-8-97

Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-09/11/97--01016--003
****122.50 ****122.50

Att: Corporate Records Department

Re: Tropical Florists, Inc.

Gentlemen:

We are enclosing original and one copy of Articles of Incorporation for the above referenced company together with our trust account check in the amount of \$122.50 to cover the necessary filing fee, and one certified copy.

Please file the enclosed Articles and forward the certified copy to this office.

Thank you for your assistance in this matter.

Very truly yours,



Charles B. Butman

CBB:sg

P. Hall

SEP 12 1997

ARTICLES OF INCORPORATION

OF

TROPICAL FLORISTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE

9-8-97

The name of this corporation is: TROPICAL FLORISTS, INC.

ARTICLE II - DURATION

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if these Articles of Incorporation are filed within five (5) days after subscription and acknowledgment, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the office of the Secretary of State. Thereafter, the period of its duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock at One (\$1.00) par value for each of said common stock shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9690 N.W. 24th Street, Sunrise, Florida 33322, and the name of the initial registered agent of this corporation is Joe Quiles.

ARTICLE VI - FIRST BOARD OF DIRECTORS

This corporation's first Board of Directors shall consist of one (1) director. The number of the directors may be either increased or decreased from time to time by amendment of the By-Laws, but shall never be less than one (1). The Name and address of the Initial Board of Director(s) of this corporation is:

Name:

Address:

ARTICLE VII - INCORPORATORS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name(s) and addresses of the person(s) signing these Articles of Incorporation is/are

Name:

Address:

Carlos Rodriguez

427 Augustine Place
Perth Amboy, New Jersey 08861

ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be: 9690 N.W. 24th Street,
Sunrise, Florida 33322.


ARTICLE IX - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any 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(s) and designated registered agent
September
have executed these Articles of Incorporation this 8th day of August, 1997.


CARLOS RODRIGUEZ
Incorporator

I am familiar with and hereby accept the duties and responsibilities as registered agent
for said corporation.

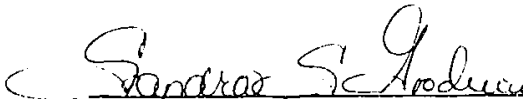

JOE QUILES
Registered Agent

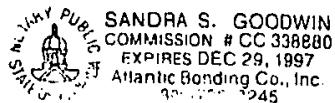
STATE OF FLORIDA
COUNTY OF BROWARD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, CARLOS RODRIGUEZ, who is personally known to me or who produced Resident Alien card as identification and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 8th day of September, 1997.


Notary Public
My commission expires:



STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, JOE QUILES, who is personally known to me or who produced Florida driver's license as identification and who accepted his designation as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 8th day of September, 1997.


Notary Public
My commission expires:

