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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BUSINESS WORLD TRANSACTIONS, INC.
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ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: FLOWERS & ROSES, INC.

AUDIT NUMBER.....H97000017506

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: **FLOWERS & ROSES, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**13499 BISCAYNE BLVD. #705
MIAMI FL. 33181**

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**JAVIER FLORES
13499 BISCAYNE BLVD. #705
MIAMI FL. 33181**

Prepared By: **JAVIER FLORES
13499 BISCAYNE BLVD. #705
MIAMI FL. 33181
305 947 1456**

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**JAVIER FLORES
13499 BISCAYNE BLVD. #705
MIAMI FL. 33181**

DIRECTOR & PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

21 day of 10, 1997



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: FLOWERS & ROSES, INC.

2. The name and address of the registered agent and office is:

JAVIER FLORES
13499 BISCAYNE BLVD. #705
MIAMI FL. 33181

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

10-21-97
(DATE)

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