



THE UNITED STATES
CORPORATION
COMPANY

P970000 92267

ACCOUNT NO. : 072100000032

REFERENCE : 579545 104998A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ PPD 100.50

ORDER DATE : October 27, 1997

ORDER TIME : 4:15 PM

ORDER NO. : 579545-005

CUSTOMER NO: 104998A

CUSTOMER: Mr. Scott Shapiro
ADMINISTRATIVE LEGAL SERVICES

Suite 114
4401 Sheridan Street
Hollywood, FL 33021

700002331057--9

DOMESTIC FILING

NAME: THE FLOWER GALLERY AND DESIGN
CENTER CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 OCT 28 AM 9:31
TALLAHASSEE, FLORIDA

68N OCT 28 1997
date = fly date

RECEIVED
97 OCT 28 AM 8:38
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FLOWER GALLERY AND DESIGN CENTER CORPORATION

I, the undersigned, being of legal age, do hereby form a corporation for profit under the laws of the State of Florida authorizing the formation of corporation.

FILED
97 OCT 28 AM 9:31
CLERK OF THE CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of the corporation is The Flower Gallery and Design Center Corporation.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principal office and registered address of this corporation is 4401 Sheridan Street, Suite 114, Hollywood, Florida 33021.

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until his/her successors are elected and have qualified is:

NAME	ADDRESS
Diana Crosby	4401 Sheridan Street, Suite 114 Hollywood, FL

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

NAME	ADDRESS
Diana Crosby	4401 Sheridan Street, Suite 114 Hollywood, FL

ARTICLE IX - EFFECTIVE DATE

These articles of Incorporation shall be effective upon the date of execution and acknowledgement of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin with these articles are filed with the Department of State.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may have been made a party to be reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - REGISTERED AGENT

The registered Agents of this corporation, designated as the corporation's agents to accept service of process within the State of Florida, shall be DIANA CROSBY, who is located at 4401 Sheridan Street, Suite 114, Hollywood, FL.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without formal meeting, if consent in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation, this 14 day of October, 1997.


DIANA CROSBY

ACKNOWLEDGEMENT OF REGISTERED AGENT

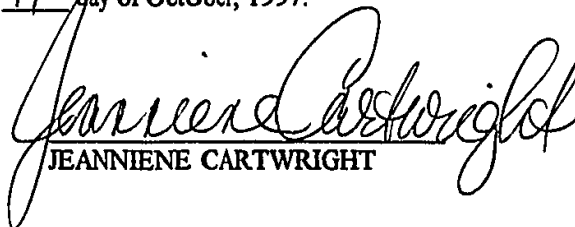
Having been named to accept service of process for the above stated corporation, at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DIANA CROSBY

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to take acknowledgments, personally appeared DIANA CROSBY, known to be the person described in and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 14 day of October, 1997.


JEANNIENE CARTWRIGHT

My commission Expires:



JEANNIENE CARTWRIGHT
COMMISSION # CC380038
EXPIRES MAY 2, 1998
Bonded Through
ALAN INSURANCE SERVICES

FILED
97 OCT 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA