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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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FAX #: (305)541-3770

NAME: NATIONAL FLOWERS DISTRIBUTORS & IMPORTERS, IN
AUDIT NUMBER.....H97000018096
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES.....4
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ARTICLES OF INCORPORATION
OF
NATIONAL FLOWERS DISTRIBUTORS & IMPORTERS, INC.

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

ARTICLE I NAME

The name of the corporation shall be: **NATIONAL FLOWERS DISTRIBUTORS & IMPORTERS, INC.** The principle place of business of this corporation shall be: 2914 NW 72 Avenue, Miami, Florida 33122.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

9000 Shares
at
\$ 1.00 par share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
PARALEGAL FREELANCING, INC.
Roger Carlier
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134
(305)567-1113

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ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

RODRIGO RAMIREZ
President / Treasurer

JOSE G. CANTOR
Vice-president

ALBERTO JAYMES
Secretary

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

JOSE G. CANTOR
2914 NW 72 AVENUE
MIAMI, FLORIDA 33122

IN WITNESS WHEREOF, the undersigned incorporator(s), has (have) executed these Articles of Incorporation this 30th day of October, 1997.


JOSE G. CANTOR

STATE OF FLORIDA)

COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of October, 1997 by Jose G. Cantor of Miami, Florida.

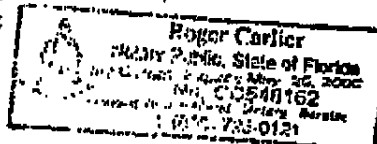
() Personally known by me

(X) Produced FLG driver license # C536-497-50-219-0.

Notary Public

My commission expires:

Seal:



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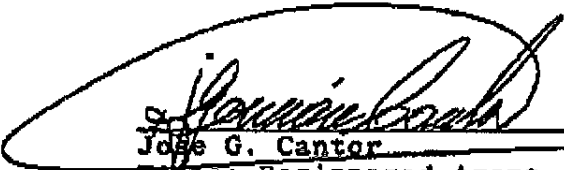
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization 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: NATIONAL FLOWERS DISTRIBUTORS & IMPORTERS, INC.
2. The name and address of the registered agent and office is:

JOSE G. CANTOR
2914 NW 72 AVENUE
MIAMI, FLORIDA 33122

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Jose G. Cantor
Title: Registered Agent
Date: 10/30/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature

Date: 10/30/97

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