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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ROSES INCORPORATED

AUDIT NUMBER.....H97000020239

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

EMPIRE

SUBJECT: ROSES INCORPORATED
REF: W97000027472

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

FAX Aud. #: E97000020239
Letter Number: 897A00057986

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ARTICLES OF INCORPORATION

PACIFIC BLOOMS INC.

The undersigned does hereby associate himself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be

PACIFIC BLOOMS INC.

ARTICLE II

The general nature of the business or businesses to be transacted is: any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be one thousand (1000) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least One Thousand Dollars (\$1,000.00).

PREPARED BY: THOMAS M. KRAUSE, ESQ. FBN 044388
9700 South Dixie Highway #550
Miami, FL 33156
(305) 670-6238

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 7680 S.W. 153rd Court, Suite 208, Miami, FL 33193, with the privilege, however of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be a stockholder.

ARTICLE VIII

The name and address of the first Board of Directors of the Corporation who, subject to the provisions of the Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ANDRES CHIRIBOGA	7680 S.W. 153rd Court, #208, Miami, FL

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANDRES CHIRIBOGA	7680 S.W. 153rd Court, #208, Miami, FL

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ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and laws of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and laws of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

IN WITNESS HEREOF, the undersigned has made and subscribed to these Articles of Incorporation on the 9th day of December, 1997.

ANDRES CHIRIBOGA

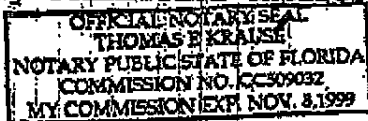
STATE OF FLORIDA)
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared ANDRES CHIRIBOGA, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged that he made and subscribed the same for the purposes and uses therein mentioned and set forth.

WITNESS my hand and seal at said County and State this 9th day of December, 1997.

Notary Public, State of Florida

My commission expires:



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RESIDENT AGENT DESIGNATION

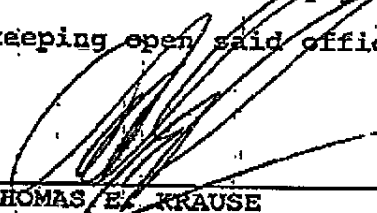
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PACIFIC BLOOMS INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named THOMAS E. KRAUSE, located at 9700 South Dixie Highway #550, Miami, FL 33156, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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


THOMAS E. KRAUSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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