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Matthew E. Morrall, P.A.

INTERNATIONAL BUILDING
PENTHOUSE WEST
2455 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33304

Matthew E. Morrall, Esq.

December 22, 1997

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New Filing Section
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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-12/24/97--01055--019
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RE: INCORPORATION OF MCM ROSES, INC.

Ladies and Gentlemen:

Please find enclosed an original of the Articles of Incorporation, together with a photocopy thereof, to form the above-named corporation. The designation of the Registered Agent is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Please also find enclosed a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	\$ <u>52.50</u>
Total	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified copy to me as soon in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Matthew E. Morrall

Matthew E. Morrall

MEM/cjp
Enclosures
DivCorp.Ltr/ROSE.MCM

FILED
97 DEC 24 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-12-29-97

FILED
97 DEC 24 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MCM ROSES, INC.,
A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MCM ROSES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 12780 Southwest 104th Avenue, Miami, Florida 33176, and the mailing address of the Corporation is 12780 Southwest 104th Avenue, Miami, Florida 33176.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One and 00/100 Dollar (\$1.00) par value per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Matthew E. Morrall

2455 East Sunrise Boulevard
PHW
Fort Lauderdale, Florida 33304

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Pedro Salzedo	12780 Southwest 104th Avenue Miami, Florida 33176

ARTICLE VIII

INCORPORATOR(S)

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Matthew E. Morrall	2455 East Sunrise Boulevard PHW Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation this ___ day of December, 1997.

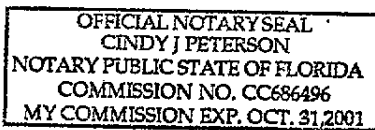
Matthew E. Morrall
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day of December, 1997, by Matthew E. Morrall, who is personally known to me ~~or who has produced~~ as identification and who ~~did~~ (did not) take an oath.

Cindy J. Peterson
Name: CINDY J. PETERSON
Notary Public
Serial No.: _____

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of MCM ROSES, INC., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: December 23rd, 1997

Matthew E. Morrall
Matthew E. Morrall

MCMROSE.ART/ROSE.MCM

FILED
97 DEC 24 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA