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TRANSMITTAL LETTER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB -2 PM 3:49

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002419006--2
-02/02/98--01116--016
***122.50 ***122.50

SUBJECT: Charity Rose Corp.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: John P. PISONERO
Name
920 North Lake Blvd
Address
North Palm Beach, FL 33408
City, State, & Zip
(561) 840-9191
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION

OF

Charity Rose Corp.

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

Sale of Roses Through Charities + Fund.
raising organizations.

ARTICLE I NAME

The name of the corporation shall be:

Charity Rose Corp.

ARTICLE II PRINCIPAL OFFICE

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

920 North Lake Blvd.
North Palm Beach, FL. 33408

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

John Pisopapa
920 North Lake Blvd.
North Palm Beach, FL.
33408

ARTICLE V INCORPORATOR(S)

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

ALAN STEINBERG
380 Fishermans Way
Jupiter, Fl 33477

John Pisonero
920 North Lake Blvd
North Palm Beach, Fl 33408

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

January day of 19, 19 98.

[Signature] P.O.
Signature/Title

[Signature] J.P.
Signature/Title

Signature/Title

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: Charity Rose Corporation

2. The name and address of the registered agent and office is:
John Pisoneo
(NAME)
920 South Lake Blvd
(P.O. BOX NOT ACCEPTABLE)
North Palm Beach, FL 33408
(CITY/STATE/ZIP)

SIGNATURE [Signature]
(corporate officer)
TITLE President
DATE 1/19/98

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 [Signature]
DATE 1/19/98

REGISTERED AGENT FILING FEE: \$35.00