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Miles J. Gopman,

Attorney-At-Law

500 N.E. 191st. Street ★Miami, Florida 33179 ★Ph: 305/651-3772

March 23, 1998

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

Re: ROSENVAR ROSES, INC.

900002468889--8
-03/26/98--01030--004
****131.25 ****131.25

Dear Sirs:

I am submitting the articles of incorporation for ROSENVAR ROSES, INC., along with Certification of Registered Agent, and a check for \$131.25 to cover filing fee, certificate, and certified copy.

Please return the corporate charter to me at the above described address.

Sincerely yours,

Miles J. Gopman

Miles J. Gopman

FILED
98 MAR 26 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miles GAVE
AUTHORIZATION BY PHONE TO
CORRECT *act 5*
DATE *3/26/98*
DOC EXAM *TA*

TA-3/26/98

ARTICLES OF INCORPORATION

FOR

ROSENVAR ROSES, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is the ROSENVAR ROSES, INC. The name of this corporation shall be exclusive to this corporation and shall distinguish it as a separate entity from all other corporations containing the name "ROSINVAR" in their title, whether foreign or domestic, and will operate independently of any incorporation using the name of "ROSINVAR".

ARTICLE II: NATURE OF THE BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this Corporation is to serve as the exclusive Marketing agent, distributor, and broker for Latin American growers who have authorized this Corporation to sell their roses under the brand name, trade name or trade mark of ROSENVAR ROSES. In addition, this corporation shall have the power and the right to engage in any other lawful activity that any other corporation or business is permitted to transact under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that shall be initially authorized to issue and shall be subscribed to the initial incorporators/directors shall be 100 shares of common stock, having a par value of Five (\$5.00) Dollars per share. Such stock shall be paid for when issued on such terms and conditions as the Board of Directors shall determine.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have a perpetual existence, except insofar as the Board of Directors may determine otherwise, which existence shall commence upon the filing of these Articles.

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TALLAHASSEE, FLORIDA

ARTICLE V: RESIDENT AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation shall be:

Kenneth P. Shaw
500 N.E. 191st. Street
Miami, Florida 33179

Registered Office
500 N.E. 191st. Street
Miami, Florida 33179

The Principal office is the same as the Registered office.

ARTICLE VI: BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of two (2) members, which number may be increased from time to time by the By-Laws or resolution adopted by the stockholders, but shall never be decreased to less than two (2) except temporarily in the instance where one of the initial directors named below ceases to be affiliated with this corporation, resigns, or is removed by vote of shareholders holding a majority of the authorized and outstanding shares.

ARTICLE VII: INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors and officers are:

Kenneth P. Shaw
(President-Director)
570 North Island Drive
Golden Beach, Florida 33160

Jaye P. Shaw
(Secretary-Director)
570 North Island Drive
Golden Beach, Florida 33160

The persons named as the initial Board of Directors shall hold office until such time as one or the other ceases to be affiliated with the corporation, has resigned or been removed by majority vote of the shareholders, or until his successor has been elected or otherwise appointed.

ARTICLE VIII: INCORPORATORS

This names and addresses of the persons signing these Articles of Incorporation as the incorporators of this of this corporation are:

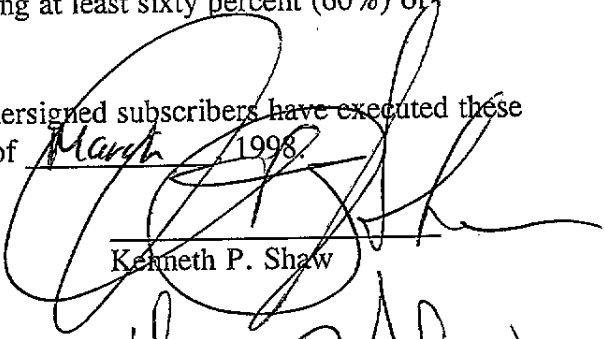
Kenneth P. Shaw
570 North Island Drive
Golden Beach, Florida 33160

Jaye P. Shaw
570 North Island Drive
Golden Beach, Florida 33160

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, subject to unanimous approval by the Board of Directors, or upon the proposal and approval of the stockholders representing at least sixty percent (60%) of, outstanding and authorized shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of March, 1998.


Kenneth P. Shaw


Jaye P. Shaw

STATE OF FLORIDA)
COUNTY OF DADE) SS:


BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, did personally appear Kenneth P. Shaw and Jaye P. Shaw, who are each known to me and who are known to be the persons who executed the forgoing Articles of Incorporation, who acknowledged before me that they did execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23rd day of March, 1998.

SEAL



MILES J. GOPMAN
My Commission CC380104
Expires Jun. 22, 1998
Bonded by HAI
800-422-1555


MILES J. GOPMAN, NOTARY PUBLIC
My Commission Expires: June 22, 1998
Bonded Through Huckleberry & Associates

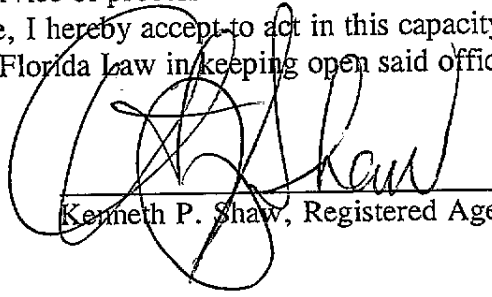
CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
ROSENVAR ROSES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.34, the above name corporation, desiring to organize under the laws of the State of Florida, has designated as its registered office, as indicated in its Articles of Incorporation, the following address: 500 N.E. 191st. Street, Miami, Florida 33179, and has named Kenneth P. Shaw, who will be located at the address of the corporation's registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



Kenneth P. Shaw, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA