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TALLAHASSEE, FLORIDA

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CORPORATIONS 1:17 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER  
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((H98000006653 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850) 385-6735  
(850) 561-1025

FAX #:

NAME: FLOWERS BY KATHLEEN, INC. AUDIT NUMBER.....H98000006653 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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F. CHESSEY APR 8 1998

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ARTICLES OF INCORPORATION  
OF  
FLOWERS BY KATHLEEN, INC.

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ARTICLE I - Name

The name of this Corporation is FLOWERS BY KATHLEEN, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:  
10001 NW 50th St., Suite 103A, Sunrise, Fl. 33351 and the name of the initial registered agent of this corporation is: P. KATHLEEN WORSLEY, her address is 10001 NW 50th St., Suite 103A, Sunrise, Fl. 33351.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

THIS DOCUMENT PREPARED BY:  
DAVID R. FARBERSTEIN, ESQ.  
2765 W. Cypress Creek Rd.  
Ft. Lauderdale, Fl. 33309  
Fla. Bar No. 198889  
954-977-7801

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P. KATHLEEN WORSLEY

10001 NW 50th St., Suite 103A  
Sunrise, Fl. 33351

ARTICLE VII - Incorporation

The name and address of the persons signing these Articles is:

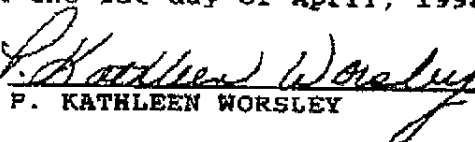
P. KATHLEEN WORSLEY

10001 NW 50th St., Suite 103A  
Sunrise, Fl. 33351

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1st day of April, 1998.

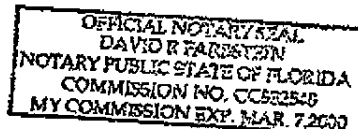
  
P. KATHLEEN WORSLEY

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, P. KATHLEEN WORSLEY, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit: FLORIDA DRIVERS LICENSE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of April, 1998.

  
NOTARY PUBLIC  
My Commission Expires:



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CERTIFICATE DESIGNATING CHANGE OF PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That FLOWERS BY KATHLEEN, INC. is qualified to do  
business under the laws of the State of Florida with its principal  
office at: 10001 NW 50th St., Suite 103A, Sunrise, Fl. 33351 and has  
appointed P. KATHLEEN WORSLEY of 10001 NW 50th St., Suite 103A,  
Sunrise, Fl. 33351 as its agent to accept service of process within  
the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation, a place designated in this certificate, I am familiar  
with, and hereby accept the duties and responsibilities as registered  
agent for said corporation and agree to comply with the provisions of  
said Act relative to keeping open said office.

  
P. KATHLEEN WORSLEY  
Resident Agent

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