

Miles J. Gopman,

Attorney-At-Law

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

APR 28, 1998
P98000040280

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

Re: ROSE EXPRESS OVERNIGHT, INC.

100002507791--7
-05/01/98--01062--017
****131.25 ****131.25

Dear Sirs:

I am submitting the articles of incorporation for ROSE EXPRESS OVERNIGHT, 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

FILED
98 MAY -1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9855-98

ARTICLES OF INCORPORATION
FOR
ROSE EXPRESS OVERNIGHT, INC.

FILED
98 MAY -1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is ROSE EXPRESS OVERNIGHT, INC.. This corporation is to be distinguished from any other company previously using or operating under the business name of ROSE EXPRESS OVERNIGHT, and the the name ROSE EXPRESS OVERNIGHT shall be exclusive to this corporation and is not identifiable with any prior trade usage or business having this name.

ARTICLE II: NATURE OF THE BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this corporation is to engage in the wholesale distribution and marketing of imported fresh cut flowers throughout the United States through an interstate telemarketing sales operation. 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.

ARTICLE V: RESIDENT AGENT, REGISTERED OFFICE AND PRINCIPAL OFFICE

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

KENNETH P. SHAW
500 N.E. 191ST. STREET
MIAMI, FL 33179

The principal office of this corporation shall be the same as its registered office until changed by resolution of the Board of Directors.

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 in the instance where one of the initial directors named below ceases to be affiliated with this corporation, resigns, or is removed by majority vote of the shareholders.

ARTICLE VII: INITIAL DIRECTORS/OFFICERS

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

KENNETH P. SHAW
500 N.E. 191ST. STREET
MIAMI, FL 33179

President/Director

PAULO DOMINQUEZ
2244 Fisher Island Dr.
Fisher Island, FL 33109

Vice-President/Director
Secretary/Treasurer

ARTICLE VIII: INCORPORATORS

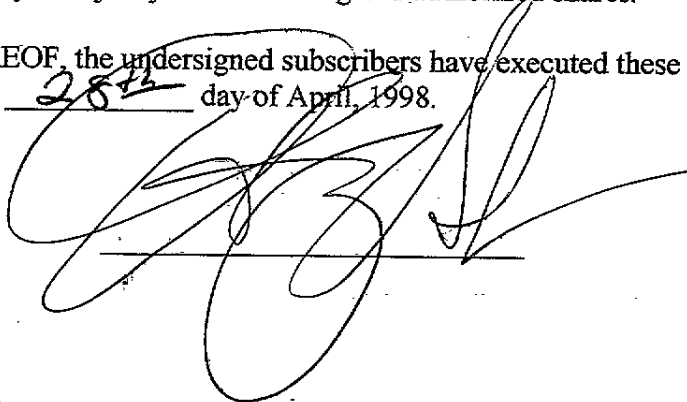
The names and addresses of the person signing these Articles of Incorporation as the incorporators of this corporation is:

KENNETH P. SHAW
500 N.E. 191ST. STREET
MIAMI, FL 33179

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 by a majority of outstanding and authorized shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of April, 1998.



STATE OF FLORIDA)
COUNTY OF DADE) SS:

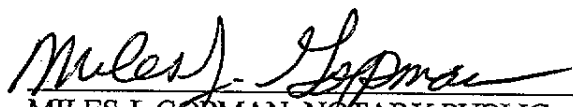
BEFORE ME, the undersigned Notary Public, authorized to take acknowledgements in the State and County set forth above, did personally appear KENNETH P. SHAW who are each known to me and who are known to be the persons who executed the foregoing Articles of Incorporation, AND who acknowledged before me that he did execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of April, 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

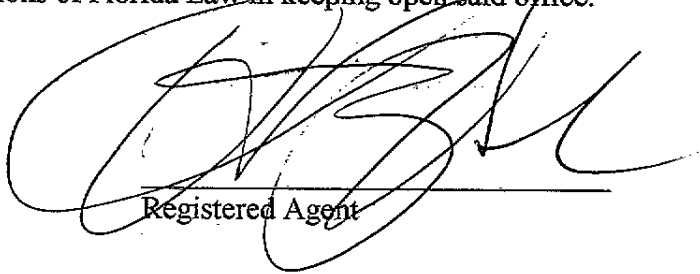
CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
ROSE EXPRESS OVERNIGHT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the above named 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.

ACKNOWLEDGEMENT

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.



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -1 AM 8:26

FILED