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6/11/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: PERFECT PETALS INC.

AUDIT NUMBER.....H98000010951

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ucl 6/12/98

ARTICLES OF INCORPORATION  
OF

PERFECT PETALS INC.

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

ARTICLE I NAME

The name of the corporation shall be:

PERFECT PETALS INC.

The principal place of business of this corporation shall be:

4480 N.W. 73 Ave., Miami, Fl. 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

250 shares at \$100.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

FRANCISCO V. AYALA/PRESIDENT  
6162 Wellington Commons Drive  
Alexandria, Va. 22310

MARCELA HILL/MANAGER-DIRECTOR  
4480 N.W. 73 Ave.  
Miami, Fl. 33166

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.  
5201 N.W. 74 Ave.  
Miami, Fl. 33166  
(800) 714-6191  
FL. BAR #0105260

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

MARCELA HILL 4480 N.W. 73 Ave., Miami, FL. 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11th day of June, 1998

Signature(s) of Incorporator(s)

Marcela Hill  
\_\_\_\_\_  
\_\_\_\_\_

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ARTICLE VII SHAREHOLDERS

<u>NAME</u>	<u>SHARES</u>
BERSIDE TRADING S.A. P.O.Box 3174 Road Town Tortola British Virgin Islands	65% of the shares
CENTURION MANAGEMENT SERVICES P.O. Box 3186 Abbott Building Main Street Road Town Tortola British Virgin Islands	18.2% of the shares
MARCELA HILL 645 East Drive Miami Springs, FL. 33166	7.2% of the shares
STEVEN GREGORY GASS 11455 S.W. 57 Street Miami, Fl. 33173	4.8% of the shares
RICHARD SHERMAN DOYLE 259 Button Wood Drive Key Biscayne, Fl. 33149	4.8% of the shares

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

PERFECT PETALS INC.

2. The name and address of the registered agent and office is:

MARCELA HILL 4480 N.W. 73 Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33166

(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE

Marcela Hill

TITLE

General Manager

DATE

06-10-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Marcela Hill

DATE

06-10-98