SUITE 725 TAMPA THEATRE BUILDING 707 NORTH FRANKLIN STREET TAMPA, FLORIDA 33602

TELEPHONE (813) 225-4247 FACSIMILE (813) 229-3075

July 13, 1998

CERTIFIED MAIL NO. P 809 747 321 RETURN RECEIPT REQUESTED

******70.00 ******7() ()()

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

Articles of Incorporation PRIME FLOWERS, INC

Gentlemen:

We enclose for filing Articles of Incorporation for PRIME FLOWERS, INC

We also enclose our law firm check in the amount of Seventy Dollars (\$70.04 applied as follows:

Filing Fee

\$35.00

Registered Agent Designation

\$35.00

TOTAL

\$70.00

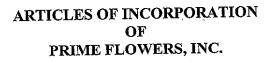
Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

Patricia L. Izquierdo, CLA, CFLA Certified Legal Assistant

/sm

Enclosures



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ARTICLE I - NAME

The name of the Corporation is PRIME FLOWERS, INC. The mailing address of the Corporation is 1110 Brickell Avenue - Suite 504, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of capital stock with no par value, which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1110 Brickell Avenue - Suite 504, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is David Cevallos.

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial officer and Director of this Corporation is:

<u>NAME</u>

<u>ADDRESS</u>

David Cevallos

1110 Brickell Avenue - Suite 504 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME

ADDRESS

David Cevallos

1110 Brickell Avenue - Suite 504 Miami, Florida 33131

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 date of signing.

DATED:

July [0], 1998

DAVID CEVALLOS

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ACKNOWLEDGEMENT

STATE OF NEW JERSEY	
COUNTY OF COOCK	

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID CEVALLOS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. DAVID CEVALLOS is personally known to me or has produced _______ as identification, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this _____ day of July, 1998.

Notary Public, State of New Jersey

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 22, 2002

Printed Name

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DAVID CEVALLOS, the Incorporator of the aforenamed corporation, desiring to organize or qualify under the laws of the State of Florida, has named DAVID CEVALLOS, 1110 Brickell Avenue, Suite 504, Miami, Florida 33131, as the corporation's agent to accept service of process within Florida.

DATED:

July <u>l()</u>, 1998

DAVID CEVALOS

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

DATED: July <u>(()</u>, 1998

DAVID CEVALIA Registered Agent

