

NOV-12-98 10:19AM

FROM: AKERMAN, SENTERFITT & EIDSON

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DIVISION OF CORPORATIONS

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Florida Department of State

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Division of Corporations

Fax Number : (850) 922-4001

From: Angelica M. Calabrese

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GSI ACQUISITION, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GSI ACQUISITION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **GSI ACQUISITION, INC.** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is c/o Gerald Stevens, Inc., One Financial Plaza, Ft. Lauderdale, FL 33394.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is ONE THOUSAND (1,000) shares, ONE CENT (\$0.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

Prepared by:
L. Frank Cordero
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 869996

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ARTICLE V
INCORPORATOR

The name and street address of the incorporator of the Corporation is Arianna Cabrera Arana, One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of November, 1998.


Arianna Cabrera Arana, Incorporator

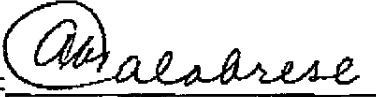
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of **GSI ACQUISITION, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of November, 1998.

American Information Services, Inc.

By: 
Angelica Maria Calabrese, Vice President

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