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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**RITA ROGER'S FLORAL EXCHANGE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**RITA & ROGER'S FLORAL EXCHANGE, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation is **RITA & ROGER'S FLORAL EXCHANGE, INC.**

The corporation's principal address is 1954 NE 163 Street, North Miami Beach, Florida 33162.

**ARTICLE II**  
**DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III**  
**PURPOSE**

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

**ARTICLE V**  
**RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: **JAY ROTHLEIN, ESQ.**  
**930 Washington Ave., Suite 209**  
**Miami Beach, FL 33139 (305)532-2250**  
**FBN. 438839**

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

**JAY ROTHLEIN, ESQ.**  
930 Washington Avenue  
Suite 209  
Miami Beach, FL 33139

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have 3 Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and address of the initial Director and his respective offices are:

**PRESIDENT/SECRETARY/DIRECTOR:**  
**ROGER JOHNSON**  
6946 W. Wedgewood Avenue  
Davie, FL 33331-2946

**VICE-PRESIDENT/DIRECTOR:**  
**RITA JOHNSON**  
6946 W. Wedgewood Avenue  
Davie, FL 33331-2946

**TREASURER/DIRECTOR:**  
**JOHN CLIFTON JOHNSON**  
16110 Emerald Cove Rd.  
Weston, FL 33331

**ARTICLE VIII**

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or

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in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of filing of these articles.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law

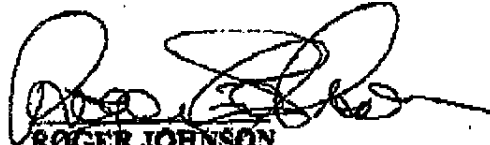
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**ARTICLE XIII  
INCORPORATOR**

The incorporator is **ROGER JOHNSON** and his corporate address is 1954 NE 163  
Street, North Miami Beach, FL 33163.

IN WITNESS WHEREOF, I have set my hand and seal this 6 day of January,  
1999.

  
ROGER JOHNSON

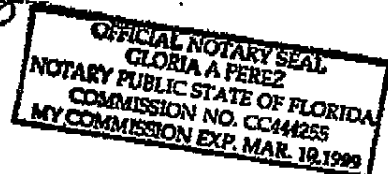
STATE OF FLORIDA     )  
                                  )     SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, an officer duly authorized to administer  
oaths and take acknowledgments, personally appeared **ROGER JOHNSON**, who produced as  
identification DL # J85413770, known to me to be the person who executed the foregoing  
Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily  
executed for the purposes therein expressed.

WITNESS my hand and seal, this 6<sup>th</sup> day of January, 1999 at Miami, Dade County,  
Florida.

  
NOTARY PUBLIC  
State of Florida

My commission expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **RITA & ROGER'S FLORAL EXCHANGE, INC.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named **JAY ROTHLEIN, ESQ.**, located at 930 Washington Avenue, Suite 209, Miami Beach, FL 33139, as its agent to accept service of process with this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, **JAY ROTHLEIN, ESQ.**, hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

1/6/98  
DATE \_\_\_\_\_  
JAY ROTHLEIN, ESQ.

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TALLAHASSEE, FLORIDA

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