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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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FLORIDA PROFIT CORPORATION OR P.A.

Roses USA, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 19, 1999

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: ROSES USA, INC.  
REF: W99000001274

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## ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

### Article I. Name

The name of this Florida corporation is:  
Roses USA, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Roses USA, Inc.  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
E. Scott Schroeder  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
E. Scott Schroeder

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

E. Scott Schroeder | FL Bar Member 386103  
Law Office of Scott Schroeder  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409  
561-471-8181

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

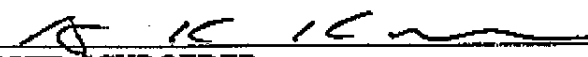
The name and address of the incorporator is:

E. Scott Schroeder  
Law Office of Scott Schroeder  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 12, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 18, 1999.

  
\_\_\_\_\_  
E. SCOTT SCHROEDER  
by G.K. Kuroda as attorney-in-fact

E. Scott Schroeder | FL Bar Member 386103  
Law Office of Scott Schroeder  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Roses USA, Inc.

**REGISTERED AGENT/OFFICE:**

E. Scott Schroeder  
Commerce Pointe, Suite 400  
1818 South Australian Avenue  
West Palm Beach FL 33409

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
E. SCOTT SCHROEDER  
by G.K. Kuroda as attorney-in-fact

Date: January 18, 1999.

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E. Scott Schroeder | FL Bar Member 386103  
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