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January 25, 1999

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

200002757362-3
-01/28/99-01060-017

****122.50 *****78.75

Re: Filing Articles of Incorporation
ROSES & EXOTICS, INC.

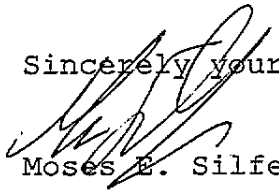
EFFECTIVE DATE
1-29-99

Dear Sir/Madam:

Enclosed, please find a draft made out to the Secretary of State in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50) to cover the cost for the incorporation of ROSES & EXOTICS, INC., and for a certified copy.

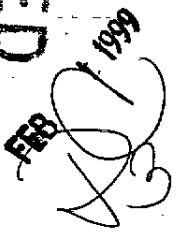
Kindly send the certified copy to my office at the address shown above.

Should you require any further information regarding the above referenced matter, please feel free to contact me at your earliest convenience.

Sincerely yours,

Moses E. Silfen

Encl.
MES/rd.

99 JAN 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
FEB 1 1999


ARTICLES OF INCORPORATION
OF

ROSES & EXOTICS, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is

ROSES & EXOTICS, Inc.

ARTICLE II

The existence of the corporation shall begin on

January 29, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 2003 NW 70th Avenue, Miami, Florida 33122

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2003 NW 70th Avenue, Miami, Florida 33122

The initial registered agent for the Corporation at that address is SANDRA A. GONSALEZ.

ARTICLE VI

The initial board of directors shall consist of TWO(2)members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
MARGIT RIDGEWAY	2003 NW 70 th Avenue Miami, Florida 33122
SANDRA A. GONSALEZ	2003 NW 70 th Avenue Miami, Florida 33122

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TALLAHASSEE FLORIDA

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ARTICLE VII

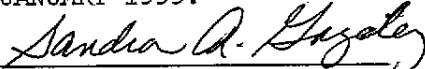
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
SANDRA A. GONSALEZ	2003 NW 70 th Avenue
	Miami, Florida 33122

ARTICLE VIII

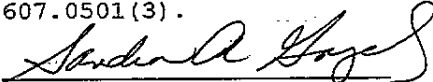
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18TH day of JANUARY 1999.


Name: SANDRA A. GONSALEZ

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Roses & Exotics, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: SANDRA A. GONZALEZ.

Date: January 18, 1999

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99 JAN 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA