

LAW OFFICE

Antonia E. Alonso

FIRST UNION BANK OF CORAL WAY

1699 CORAL WAY, SUITE 315

MIAMI, FLORIDA 33145

TELEPHONE:

(305) 858-7462

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P99000011099

January 26, 1999

300002760503--6
02/01/99-01117-002
****122.50 *****78.75

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of ROSES' & FLOWERS BY
DELIVERY, CORP.

Dear Gentleman or Madam:

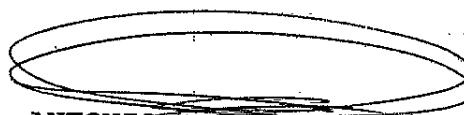
Enclosed please find our office account check in the amount of \$122.50, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,


ANTONIO E. ALONSO, ESQ.

\$ 35.00	- Filing Fees
52.50	- Certified Copy
35.00	- Registered Agent Designation
<u>\$122.50</u>	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 10:36

D. BROWN FEB - 4 1999

ARTICLES OF INCORPORATION
OF
ROSES' & FLOWERS BY DELIVERY, CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I NAME

The name of the corporation shall be:
ROSES' & FLOWERS BY DELIVERY, CORP.

ARTICLE II DURATION

This Corporation shall have perpetual existence.

ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue one hundred (100)
shares of common stock without par value.

ARTICLE V INITIAL REGISTERED AGENT OFFICE AND AGENT

The street address of the initial registered office of this
corporation is:

1278 N.W. 108th Avenue
Plantation, Florida 33322

The name of the initial registered agent of this corporation
at that address is:

MARIA E. SANCLEMENTE

ARTICLE VI MAILING ADDRESS

The mailing address of the corporation is:

1278 N.W. 108th Avenue
Plantation, Florida 33322

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and post office address of the members of the Board of Directors are:

NAME

ADDRESS

MARIA E. SANCLEMENTE

1278 N.W. 108th Avenue
Plantation, Florida 33322

ARTICLE VIII INCORPORATORS

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

MARIA E. SANCLEMENTE

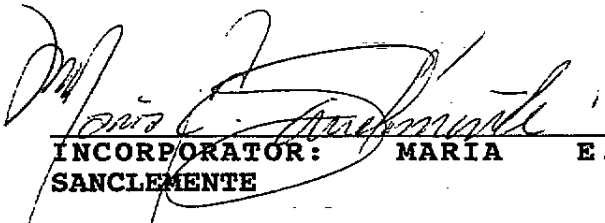
1278 N.W. 108th Avenue
Plantation, Florida 33322

ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, 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 this 26th day of January, 1998.


INCORPORATOR: MARIA E.
SANCLEMENTE

STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared MARIA E. SANCLEMENTE, known to me and known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, she has hereunto set her hands and affixed her official seal, in the State and County aforesaid, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken, this 26th day of January, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 10:36

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


MARIA E. SANCLEMENTE
Registered Agent

Dated: January 26, 1999