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JACQUELINE FOSTER
14837 S.W. 42nd Lane
Miami, FL 33185

February 23, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/01/99--01056--008

*****87.50 *****87.50

Re: FLOWERJOY.COM, INC.

Dear Sirs:

Enclosed are the following:

1. Articles of Incorporation of Flowerjoy.com, Inc., in duplicate.
2. Check in favor of Florida Department of State in the amount of \$87.50 to cover filing fee, certified copy and Certificate of Status.
3. A self-addressed envelope.

Please do not hesitate to call me at (305) 255-5066 if you need anything further.

Yours sincerely,



Jacqueline Foster

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
FLOWERJOY.COM, INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is FLOWERJOY.COM, INC. The address of the principal office and the mailing address of this corporation is 13779 S.W. 145th Court, Miami, Florida 33186.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Jacqueline Foster

Address

14837 S.W. 42 Lane
Miami, FL 33185

ARTICLE V – COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Richard Foster	14837 S.W. 42 Lane Miami, FL 33185

<u>Name</u>	<u>Address</u>
Jacqueline Foster	14837 S.W. 42 Lane Miami, FL 33185

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Jacqueline Foster	14837 S.W. 42 Lane Miami, FL 33185

ARTICLE VIII – BY LAWS

The power to alter, amend or repeal the bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

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ARTICLE IX – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X – AMENDMENT

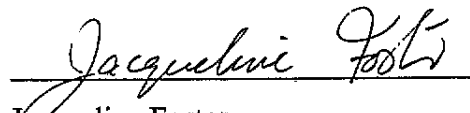
This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 1999.


Jacqueline Foster
Incorporator

ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jacqueline Foster
Registered Agent