

*Shelley B. Maurice, P.A.*

SHELLEY B. MAURICE, ESQ.  
MEMBER OF THE FLORIDA BAR AND  
UNITED STATES DISTRICT COURT BAR

THE VILLAGE SQUARE  
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BOYNTON BEACH, FLORIDA 33436

February 24, 1999

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P 99 0000 21138

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

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Re: Crystal Rose, Inc.  
Articles of Incorporation  
Our File No. 91-319

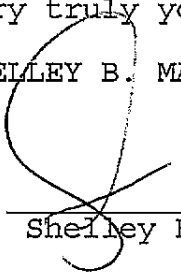
Dear Sir or Madame:

Enclosed are Articles of Incorporation, in duplicate, for the above designated corporate entity, together with duplicate Certificate Designating Registered Agent and Acceptance of Registered Agent. My check payable to the Florida Department of State, Corporations Division, in the sum of \$70.00, representing \$35.00 filing fee and \$35.00 Registered Agent designation, is also enclosed.

Your prompt attention in providing this office with the charter document and conformed copy of the Articles showing filing information will be greatly appreciated.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By:   
Shelley B. Maurice, Esq.

me

Enclosures

FILED  
99 MAR -3 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. CHESSEN MAR 8 1999

99 MAR -3 AM 10:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
for  
CRYSTAL ROSE, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. Name: The name of the corporation is CRYSTAL ROSE, INC. The address of the corporate office shall be 5064 W. Atlantic Avenue, Delray Beach, Florida 33484.

ARTICLE II. Duration: The period of this corporation's duration is perpetual.

ARTICLE III. Purpose: The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida, including the operation of a flower shop business, buying, selling of floral supplies and accessories and related activities, within and without the State of Florida.

ARTICLE IV. Capital Stock: The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

ARTICLE V. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Catherine M. Steffanelli  
5064 W. Atlantic Avenue  
Delray Beach, Florida 33484

ARTICLE VI. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Catherine M. Steffanelli	5064 W. Atlantic Avenue Delray Beach, Florida 33484

ARTICLE VII. Incorporators: The names and addresses of the incorporators signing these Articles of Incorporation are:

NAME

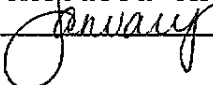
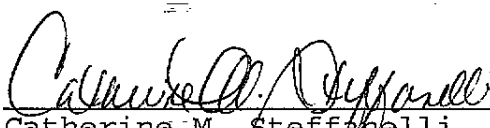
ADDRESS

Catherine M. Steffanelli

5064 W. Atlantic Avenue  
Delray Beach, Florida 33484

ARTICLE VIII. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, this 14<sup>th</sup> day of January, 1999.

Catherine M. Steffanelli, Incorporator


CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,  
the following is submitted:

CRYSTAL ROSE, INC., desiring to organize under the laws of the  
State of Florida with its initial corporate address as indicated in  
the Articles of Incorporation, at 5064 W. Atlantic Avenue, Delray  
Beach, County of Palm Beach, State of Florida 33484, has named  
CATHERINE M. STEFFANELLI as its registered agent to accept service  
of process within this state, at the initial registered office  
located at 5064 W. Atlantic Avenue, City of Delray Beach, County of  
Palm Beach, State of Florida.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above  
corporation for the purpose of accepting service of process at the  
registered agent's office so designated in this certificate, I  
hereby accept such appointment and acknowledge that I am familiar  
with and accept the obligations and responsibilities of such office  
as provided for in Florida Statutes 607.0505.

  
Catherine M. Steffanelli, Registered Agent

99 MAR -3 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED