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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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99 APR 20 AM 7:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**FLOWER POINT U.S.A., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. CHESSEY APR 21 1999

ARTICLES OF INCORPORATION  
OF  
FLOWER POINT U.S.A., INC.

99 APR 20 AM 11:12  
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SECRETARY OF STATE

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLOWER POINT U.S.A., INC.

The principal place of business of this corporation shall be:

5981 SW 17 Street Miami, Florida 33155

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ARMANDO ARROCHA  
5981 SW 17 Street  
Miami, Florida 33155

SEAN DIBLIN  
900 SW 93 Place  
Miami, Florida 33196

CRISTINA VALENCIA  
16374 SW 103 Street  
Miami, Florida 33196

SANTIAGO VALENCIA  
16374 SW 103 Street  
Miami, Florida 33196

Prepared By: Michael I. Santucci, Esq.

FBN 0105160  
5201 NW 74th Ave.  
Miami, Florida 33166  
1-800-714-6191

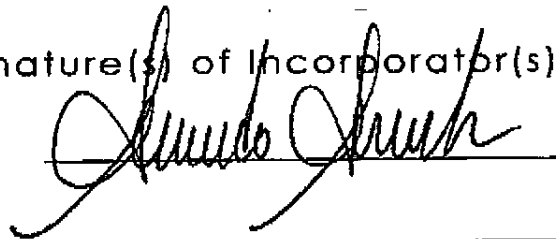
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ARMANDO ARROCHA 5981 SW 17 Street Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned incorporator(s)  
has (have) executed these Articles of Incorporation  
this, 20 day of April 1999

Signature(s) of Incorporator(s)

A handwritten signature in dark ink, appearing to read "Armando Arrocha", is written over a horizontal line. Below this line is another horizontal line, and further down is a third horizontal line, all of which are currently blank.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

FLOWER POINT U.S.A., INC.

2. The name and address of the registered agent and office is:

ARMANDO ARROCHA

(P.O. BOX NOT ACCEPTABLE)

5981 SW 17 Street Miami, Florida 33155

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

4/20/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

4/20/99

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