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LAW OFFICES OF

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

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MIAMI, FLORIDA 33131

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October 20, 1999

ASSOCIATED OFFICE:

B'KELNEK Y ASSOCIADOS, S.C.

RIO DANUBIO No. 69 - 50 PISO

COLONIA CUAUHTEMOC, C.P. 06500

MEXICO, D.F. (MEXICO CITY)

TELEPHONE: 011-525-511-11-65

TELECOPIER: 011-525-533-50-74

Secretary of State

Division of Corporations

The Capitol

Tallahassee, Florida 32301

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-10/21/99-01080-016

****122.50 *****78.75

Re: FTW FLOWERS TO THE WORLD, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent with regard to **FTW Flowers to the World, Inc.**, along with our check in the amount of \$122.50 representing your fee for incorporating same. Please be so kind as to return the certificate of incorporation to the undersigned in the enclosed stamped, self-addressed envelope provided for your convenience.

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.



MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FTW FLOWERS TO THE WORLD, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation shall be:

FTW FLOWERS TO THE WORLD, INC.

and its principal office shall be temporarily located at:

Suite 1450
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

Michael Schiffrin, Esq.

STREET ADDRESS

Suite 1450
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE V - INCORPORATOR

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

NAME

Michael Schiffrin, Esq.

STREET ADDRESS

Suite 1450
One Southeast Third Avenue
Miami, Florida 33131

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for uses and purposes aforesaid, this 20 day of October, 1999.

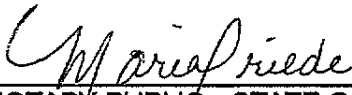


MICHAEL SCHIFFRIN, ESQ.

STATE OF FLORIDA)
 : ss
COUNTY OF MIAMI-DADE)

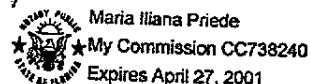
BEFORE ME, the undersigned authority, appeared **MICHAEL SCHIFFRIN, ESQ.**,
[] to me personally known; or [] who produced _____ as identification,
who after first being duly sworn stated that he is the person subscribing to the above and
foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me
according to law that he made and subscribed the same for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade
County, Florida, this ____ day of October, 1999.



NOTARY PUBLIC - STATE OF FLORIDA

{SEAL}



or Print Name: _____
 Commission No.: _____
 Expiration No.: _____

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DESIGNATION AND ACCEPTANCE

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

PURSUANT to Chapters 48.091 and 607, Florida Statutes, **FTW FLOWERS TO THE WORLD, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its principal offices as indicated therein temporarily located at Suite 1450, One Southeast Third Avenue, Miami, Florida 33131, has named MICHAEL SCHIFFRIN, ESQUIRE, whose address is Suite 1450, One Southeast Third Avenue, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.



MICHAEL SCHIFFRIN, ESQ., Incorporator

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



MICHAEL SCHIFFRIN, ESQ.
Michael Schiffrin & Associates, P.A.
Suite 1450 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131
Telephone: (305) 539-0000
Telecopier: (305) 539-0013