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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

LUCY FLOWER'S INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 1999

FAS-T

SUBJECT: LUCY FLOWER'S INC.
REF: W99000029036

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FAX Aud. #: H99000032464
Letter Number: 299A00059668

ARTICLES OF INCORPORATION
OF
LUCY FLOWER'S, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

LUCY FLOWER'S, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**7281 S.W. 13 TERRACE
MIAMI, FL 33144**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 AT NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is:

**NOEL PEREZ
7281 S.W. 13 TERRACE
MIAMI, FL 33144**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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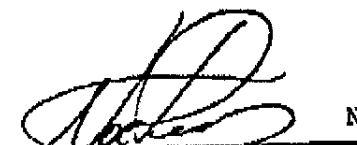
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PRESIDENT

NOEL PEREZ
7281 S.W. 13 TERRACE
MIAMI, FLORIDA 33144

The undersigned incorporator(s) has(have) executed these Articles of Incorporation
this 16 Day of December 1999.



Signature

NOEL PEREZ

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.050 , 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 is:

LUCY FLOWER'S, INC

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

**NOEL PEREZ
7281 S.W. 13 TERRACE
MIAMI, FL 33144**

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent 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.*


Signature

**NOEL PEREZ
7281 S.W. 13TH TERRACE
MIAMI, FLORIDA 33144**

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