



THE UNITED STATES
CORPORATION
COMPANY

P990001146

FILED

99 DEC 28 PM 1:15

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 530987 7200675

EFFECTIVE DATE

AUTHORIZATION :

12-24-99

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : December 28, 1999

ORDER TIME : 11:10 AM

200003081832--0

ORDER NO. : 530987-005

CUSTOMER NO: 7200675

CUSTOMER: Americo Antunes, Director
ROSES USA.COM, INC.
ROSES USA.COM, INC.
Suite 200
460 East Semoran Blvd.
Casselberry, FL 32707

DOMESTIC FILING

NAME: ROSES USA.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 DEC 28 PM 12:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 12/28/99

ARTICLES OF INCORPORATION

OF

ROSES USA.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

EFFECTIVE DATE

ARTICLE I. NAME

12-24-99

The name of the corporation shall be: **ROSES USA.COM, INC.**

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:
460 East Semoran Blvd, Suite 200, Casselberry, Florida 32707, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of operating an internet site for the purpose of selling flowers, plants and gift baskets to be transmitted across the country to participating florists in the vicinity of the recipient, and may engage or transact in 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 IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:
460 East Semoran Blvd, Suite 200, Casselberry, Florida 32707.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is **December 24, 1999.**

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

Americo Antunes

*460 East Semoran Blvd, Suite 200
Casselberry, Florida 32707*

ARTICLE VIII. INCORPORATOR

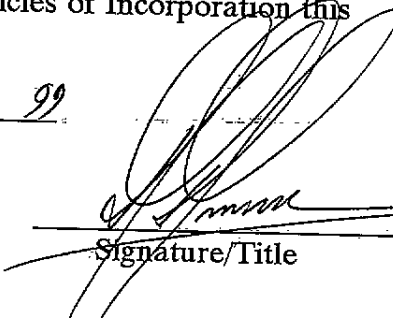
The name and street address of the incorporator to these Articles of Incorporation is:

Americo Antunes

*460 East Semoran Blvd, Suite 200
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

24th day of December, 19 99


Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: **ROSES USA.COM, INC.**
2. The name and address of the registered agent and office is:

Americo Antunes
460 East Semoran Blvd, Suite 200
Casselberry, Florida 32707

SIGNATURE _____

TITLE _____

DATE _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
Director
Dec 24/99

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 _____

DATE _____

[Signature]
Dec 24/99