

TRANSMITTAL LETTER

P01000065326

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

300004455839--2  
-07/02/01--01043--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** COOPER'S FLOWERS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: JOHN V. LONG  
Name (Printed or typed)  
1344 PRINCETON STREET  
Address  
ORLANDO, FL. 32804  
City, State & Zip  
(407) 841-2602  
Daytime Telephone number

2001 JUL -2 PM 2:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

BC 7/2

FILED  
\* 2001 JUL -2 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

COOPER'S FLOWERS, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS COOPER'S FLOWERS, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607, FLORIDA STATUTES.

ARTICLE IV - CAPITAL STOCK

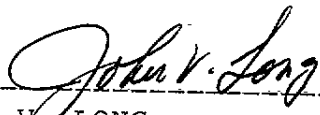
THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED (500) SHARES OF \$1.00 PAR VALUE COMMON STOCK.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

1344 PRINCETON STREET  
ORLANDO, FL. 32804-4818

THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS SHALL BE JOHN V. LONG. I ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

  
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JOHN V. LONG

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. THIS CORPORATION SHALL HAVE TWO (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1).

B. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:

NAME	ADDRESS	OFFICER
JOHN V. LONG	1344 W PRINCETON ST ORLANDO, FL. 32804-4818	PRESIDENT

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

JOHN V. LONG

1344 W PRINCETON ST  
ORLANDO, FL. 32804-4818

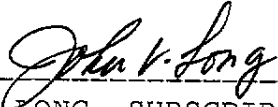
ARTICLE VIII - BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE  
VESTED IN THE BOARD OF DIRECTORS.

ARTICLE IX - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY  
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY  
AMENDMENTS HERETO, AND ANY RIGHT CONFERRED UPON THE DIRECTORS  
IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED  
THESE ARTICLES OF INCORPORATION THIS JUNE 11, 2001.

  
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JOHN V. LONG, SUBSCRIBER