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August 31, 1998

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

Re: Sterling Floral Container Co.

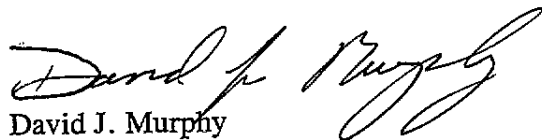
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$122.50 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER


David J. Murphy

DJM/dk

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. CHESSEY SEP 9 1998

ARTICLES OF INCORPORATION
OF
STERLING FLORAL CONTAINER CO.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 STERLING FLORAL CONTAINER CO.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) shares, all of which shall be Common Shares.

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 33376 Rowntree Drive, Dade City, Pasco County, Florida 33523. The street address of the initial registered office of this corporation is 14144 6th Street, Dade City, Florida 33525. The name of the initial registered agent of this corporation at that address is Gregg A. Lynch.

ARTICLE VI - INCORPORATORS

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

John Sterling
33376 Rowntree Drive
Dade city, Florida 33523

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject

to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 25th day of August, 1998.

John Sterling
John Sterling

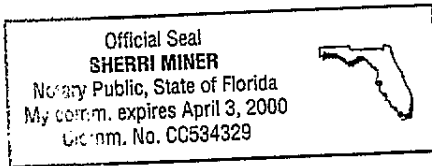
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John Sterling, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

Personally Known

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 25th day of August, 1998.



Sherril Miner
Notary Public

Printed or Typed Name of Notary

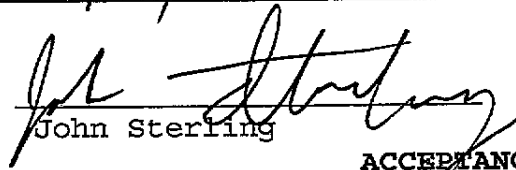
Commission Expiration:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

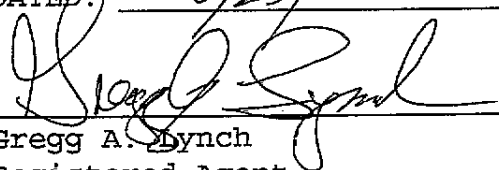
That STERLING FLORAL CONTAINER CO. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 33376 Rowntree Drive, Dade City, Florida, 33523, has named GREGG A. LYNCH, whose address is 14144 6th Street, Dade City, Florida 33525, as its agent to accept service of process within Florida.

DATED: 8/25/98

SIGNED: 
John Sterling
ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 8/25/, 1998.


Gregg A. Lynch
Registered Agent

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TALLAHASSEE FLORIDA

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