

ALLEN, BRINTON, SIMMONS & MCCARTHY, P.A.

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P99000057530

June 18, 1999

FILED
99 JUN 23 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Certified Mail

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/23/99-01017-018
*****78.75 *****78.75

RE: BLOOMING BRANCHES, INC.
Filing of Articles of Incorporation

Dear Sir:

Enclosed are Articles of Incorporation for the above referenced corporation. Please file this document with the Secretary of State. I have enclosed a check in the amount of \$78.75 payable to "Secretary of State" to cover the filing fee and to receive a certified copy.

Please call me if you have any questions.

Sincerely yours,



Joelle Jackson Dillard

Enclosure

cc: Ms. Margaret D. Allcorn

GALLMON-CASE JUN 24 1999

ARTICLES OF INCORPORATION
OF
BLOOMING BRANCHES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name of Corporation

The name of the corporation is BLOOMING BRANCHES, INC.

ARTICLE II
Commencement And Duration of
Corporate Existence

Corporate existence shall commence on the date the Articles are filed by the Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
Corporate Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation shall have authority to issue five hundred (500) shares of Capital Stock with a par value of \$.01 per share. The shares of the corporation are not to be divided into classes.

ARTICLE V
Principal Office

The principal office and mailing address of the corporation is:

11037 Scott Mill Road
Jacksonville, Florida 32223

ARTICLE VI
Registered Office And Agent

The street address in Florida of the corporation's initial registered office and initial registered agent is:

Allen, Brinton, Simmons & McCarthy, P.A.
One Independent Drive, Suite 3200
Jacksonville, Florida 32202

ARTICLE VII
Indemnification

The corporation shall indemnify any present or future officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Name	Address
Margaret D. Allcorn	11037 Scott Mill Road Jacksonville, Florida 32223

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Jacksonville, Florida on the 15 day of June, 1999.

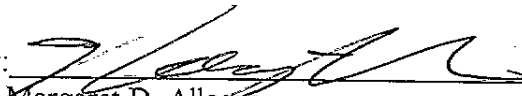

Margaret D. Allcorn
Incorporator

DESIGNATION OF REGISTERED AGENT

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

That **BLOOMING BRANCHES, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Allen, Brinton, Simmons & McCarthy, P.A., located at One Independent Drive, Suite 3200, Jacksonville, Florida, 32202, as its agent to accept service of process within Florida.


BLOOMING BRANCHES, INC.

By: 
Margaret D. Allcorn
Incorporator

Dated: 6/15/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

ALLEN, BRINTON, SIMMONS,
& McCARTHY, P.A.

By: 
Its Vice President

Dated: 6/10/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA