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THE UNITED STATES
CORPORATION
COMPANY

00 MAR 22 PM 12:34
SECRET
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 634016 7178144
AUTHORIZATION :
COST LIMIT : \$ 43.75

Patricia Piz

Restated Articles

ORDER DATE : March 22, 2000
ORDER TIME : 10:44 AM
ORDER NO. : 634016-005
CUSTOMER NO: 7178144
CUSTOMER: Shelley Kaye, Paralegal
Gerald Stevens, Inc.
Suite 300
301 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

RECEIVED
00 MAR 22 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GERALD STEVENS, INC.

100003180201--9

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: ADR
3/23/00

*00789,

ARTICLES OF RESTATEMENT
OF
GERALD STEVENS, INC.

FILED
00 MAR 22 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is GERALD STEVENS, INC.
2. The text of the Restated Articles of Incorporation of the corporation is annexed hereto and made a part hereof.

* * * * *


CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) does not contain any amendment to the Articles of Incorporation of the corporation requiring shareholder approval.
2. The Board of Directors of the corporation adopted the annexed restatement (Restated Articles of Incorporation).
3. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on March 22, 2000.

GERALD STEVENS, INC.



Jeffrey M. Mattson
Vice President

RESTATED
ARTICLES OF INCORPORATION

OF

GERALD STEVENS, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation is GERALD STEVENS, INC.

SECOND: The street address of the principal office of the Corporation is 301 East Las Olas Boulevard, Suite 300, Fort Lauderdale, Florida 33301.

THIRD: The total number of shares that the Corporation is authorized to issue is Two Hundred Fifty Million (250,000,000) shares of Common Stock, par value \$0.01 per share, and Six Hundred Thousand (600,000) shares of Preferred Stock, par value \$10.00 per share.

The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

(a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

FOURTH: The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Jeffrey M. Mattson

301 East Las Olas Boulevard, Suite 300
Fort Lauderdale, Florida 33301

SEVENTH: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: No contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because the directors or officers or their votes are counted for such purpose.


TENTH: In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time Bylaws of the Corporation, subject to the right of the stockholders to alter and repeal Bylaws made by the Board of Directors.

ELEVENTH: To the maximum extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, no director of this Corporation shall be liable to the Corporation or its shareholders for monetary damages arising by reason of actions or omissions constituting a breach of fiduciary duty as a director.

TWELFTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

THIRTEENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act.

Signed on March 22, 2000.


Jeffrey M. Mattson, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 

BRIAN COURTNEY, ASST. V.P.

Date: 3/22/2000