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Melissa G. Hansen
1035 Frankland Road
Tampa, Florida 33629
(813) 254-8091

May 23, 2000

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Florida Secretary of State
409 Gaines Street
Tallahassee, Florida

FILED
00 MAY 24 AM 10:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Southern Elegance Gift Baskets, Inc..

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State are the Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$70.00 for the filing fee.

If you have any questions regarding the foregoing, please don't hesitate to contact this office.

Very truly yours,


Melissa G. Hansen

mgh/encls.

G. Thompson JUN 0 2 2000
No copy

**ARTICLES OF INCORPORATION OF
SOUTHERN ELEGANCE GIFT BASKETS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **SOUTHERN ELEGANCE GIFT BASKETS, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address 1035 Frankland Road, Tampa, Florida 33629.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Melissa G. Hansen	1035 Frankland Road Tampa, Florida 33629

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until her successors have been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either

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SECRETARY OF STATE

increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Name

Address

Melissa G. Hansen

1035 Frankland Road
Tampa, Florida 33629

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Name

Address

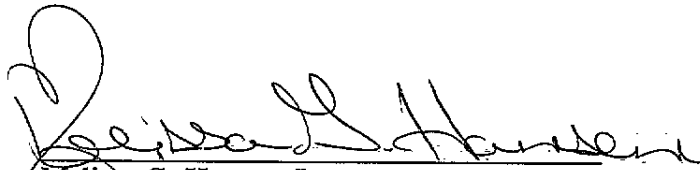
Melissa G. Hansen

1035 Frankland Road
Tampa, Florida 33629

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of May, 2000.


Melissa G. Hansen, Incorporator

**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 Southern Elegance Gift Baskets, Inc.
2. The name and address of the registered agent and office is:

Melissa G. Hansen
1035 Frankland Road
Tampa, Florida 33609

SIGNATURE: 

TITLE: Melissa G. Hansen, Incorporator

DATE: May 23, 2000

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Melissa G. Hansen

DATE: May 23, 2000

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TALLAHASSEE FLORIDA