

TRANSMITTAL LETTER

** AUGUST 1, 2000 EFFECTIVE DATE REQUESTED **

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

P00000073492

FILED
00 JUL 31 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
8-1-00

SUBJECT: SUE'S FLOWER NOOK, INC.
(Proposed corporate name - must include suffix)

300003340219--0
-07/31/00--D1094--019
*****78.75 *****78.75

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: ACCESS ACCOUNTING INC
Name (Printed or typed)
432 SW LAKEHURST DR
Address
PORT ST LUCIE FL 34983
City, State & Zip
561-336-5477
Daytime Telephone number

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

EFFECTIVE DATE

8-1-00

FILED

00 JUL 31 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUE'S FLOWER NOOK, INC.

The undersigned, acting as Incorporator for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I NAME

The name of the corporation is:

SUE'S FLOWER NOOK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4087 FOSS RD
LAKE WORTH, FLORIDA 33461

ARTICLE III SHARES

The Corporation is authorized to issue 1000 shares of common stock at \$1.00 par value each. Initially there will be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

Sue Ellen Mitchell

100 Shares

The Corporation elects to have preemptive rights so that the Shareholders of the Corporation have the right to acquire proportional amounts of the Corporation's un-issued shares, upon the decision of the Board of Directors to issue them. Such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

SUE ELLEN MITCHELL
4087 FOSS ROAD
LAKE WORTH, FLORIDA 33461

ARTICLE V INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

SUE ELLEN MITCHELL
4087 FOSS ROAD
LAKE WORTH, FLORIDA 33461

X *Sue Ellen Mitchell* X 7-27-00
Signature/Incorporator Date

ARTICLE VI LIFE and EFFECTIVE DATE

The life of the Corporation shall be perpetual unless otherwise amended at a later date, and shall commence on August 1, 2000, the requested effective date of these articles.

ARTICLE VII BUSINESS ACTIVITY

The Corporation may engage in any business legally permitted within the State of Florida.

ARTICLE VIII DIRECTORS

The Corporation shall initially have one director. This number may be increased and/or decreased from time to time by majority vote of the Shareholders, but which may never be less than one. The initial director(s) shall be:

Sue Ellen Mitchell

ARTICLE IX OFFICERS

The general Officers and the names of the individuals who shall initially serve in such offices are as follows:

President	SUE ELLEN MITCHELL
Vice-President	SUE ELLEN MITCHELL
Secretary	SUE ELLEN MITCHELL
Treasurer	SUE ELLEN MITCHELL

ARTICLE X BYLAWS

The Bylaws of the Corporation shall be established at the first meeting of the Board of Directors. These Bylaws may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE XI BOARD OF DIRECTORS MEETINGS

Meetings of the Shareholders, Directors and Officers may be conducted, upon proper notice, by telephone or facsimile should the Shareholders, Directors and/or Officers be unable to physically attend.

ARTICLE XII STOCK/SUBCHAPTER S ELECTION

After incorporation, the Corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of said corporation. Additionally, the Corporation reserves the right to make an election as a Subchapter "S" Corporation agreeable to the provision of the U.S. Internal Revenue Code.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

The name of the corporation is:

SUE'S FLOWER NOOK, INC.

The name and address of the registered agent and office is:

SUE ELLEN MITCHELL
4087 Foss Road
Lake Worth, Florida 33461

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 obligations of my position as registered agent.

X Sue Ellen Mitchell
(Signature/Registered Agent)
Print Name: Sue Ellen Mitchell

X 7-27-00
(Date)