

QUICK BOOKS TAX & ACCOUNTING SERVICES, INC.

1890 WEST BAY DR. #W-4
LARGO, FLORIDA 33770
(727) 581-3112 PHONE
(727) 581-1541 FAX
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P00000094615

September 29, 2000

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

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-10/04/00--01060--001
*****70.00 *****70.00

SUBJECT: Ann's Flowers, Inc.

W-24178

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for filing fee. Please return articles to:

**QuickBooks Tax & Accounting Services, Inc.
1890 West Bay Drive Ste. W-4
Largo, Florida 33770
Phone: (727) 581-3112**

FILED
00 OCT -6 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 6 2000

T. Burch OCT 6 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 2000

QUICKBOOKS TAX & ACCOUNTING SERVICES, INC.
1890 WEST BAY DRIVE STE W-4
LARGO, FL 33770

SUBJECT: ANN'S FLOWERS, INC.
Ref. Number: W00000024178

We have received your document for ANN'S FLOWERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 200A00052788

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, Competent to Contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

CORPORATE NAME

The name of the corporation is:

JoAnn's Flowers, Inc.

ARTICLE TWO

DURATION

The corporation shall exist perpetually unless dissolved under Florida law.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00), which shall be voting stock shares.

ARTICLE FIVE

COMMENCEMENT OF BUSINESS

The Corporation will not begin business activity until it has received the value of the shares, the equivalent of ONE Hundred Dollars (\$100.00), in cash or property.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

BOARD OF DIRECTORS

The corporation shall have ONE (1) director and may be increased or diminished from time to time as allowed in the bylaws, but shall never be less than one. The initial director shall be.

Gary Campbell

ARTICLE SEVEN

PRINCIPAL OFFICE ADDRESS

The address of the principal office is:

**2569 Countryside
Clearwater, FL 33761**

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

**Gary Campbell
2569 Countryside
Clearwater, FL 33761**

ARTICLE NINE

INCORPORATOR

The incorporator name and address is:

**Gary Campbell
2569 Countryside
Clearwater, FL 33761**

ARTICLE TEN

BYLAWS

The directors are empowered to make, alter, amend or repeal any and all bylaws of the corporation without restrictions of the powers conferred by the Statutes of the State of Florida.

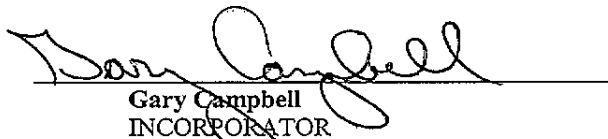
ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these Articles of the Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the shareholders of the corporation.

Signed this 5TH day of OCTOBER, 2000



Gary Campbell
INCORPORATOR

REGISTERED AGENT OF: **JoAnn's Flowers, Inc.**

I, **Gary Campbell**, accept the designation of Registered Agent for the corporation named above and agree to maintain the registered office of the corporation as required.

SIGNED:



Gary Campbell
REGISTERED AGENT