

PD/00006623

5900 S. Tamiami Trail
Suite I
Sarasota, FL 34231

January 11, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 JAN 16 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: FLOWER & WINE CART, INC.

To Whom It May Concern:

Enclosed please find the original, plus one copy of Articles of Incorporation and original Certificate and Acknowledgment of Registered Agent. Also, enclosed is my check in the amount of \$70.00 representing the following:

Corporate filing fee \$35.00

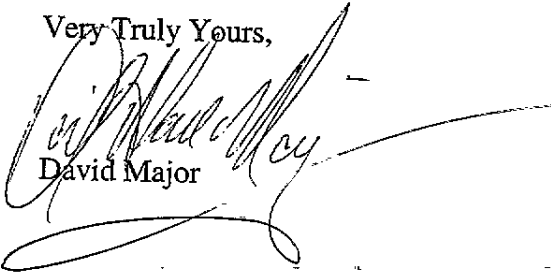
Registered Agent Designation \$35.00

Total \$70.00
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*****70.00 *****70.00

Please register said corporation and return proof of registration to me at the above address. Thank you for your *prompt attention to this matter.*

Very Truly Yours,


David Major

R. 1/18/01

**ARTICLES OF INCORPORATION
OF
FLOWER & WINE CART, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the corporation is: **FLOWER & WINE CART, INC.**

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of this corporation is 4102 Bee Ridge Road, Sarasota, Florida 34233 and the mailing address is 5900 S. Tamiami Trail – Suite I, Sarasota, Florida 34231.

ARTICLE III – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – PURPOSE

The corporation is organized for the purpose of transacting any business and to engage

in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE V – CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no par value Common Stock, which shall be designed “Common Shares”.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

4102 Bee Ridge Road
Sarasota, FL 34233

The name and mailing address of the Initial Registered Agent of this Corporation is:

Catherine L. Astronskas
5900 S. Tamiami Trail – Suite I
Sarasota, FL 34231

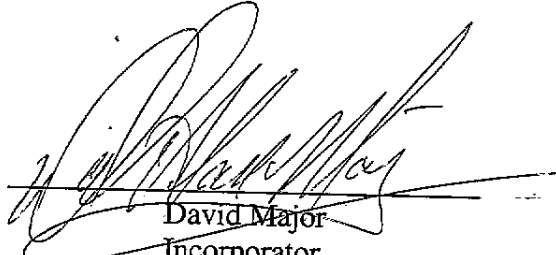
ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 1 director(s) initially. The number of directors may be either increased of diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the corporation are as follows:

David Major
4102 Bee Ridge Road
Sarasota, FL 34233

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these

Articles of Incorporation this 17th day of Jan 2001.

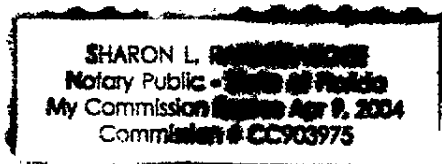

David Major
Incorporator
4102 Bee Ridge Road
Sarasota, FL 34233

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly unauthorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID MAJOR, to me known or who produced a Florida driver's license as evidence of identification to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of January, 2001.

My commission expires: April 9, 2004



Sharon L. Rasmussen
Notary Public - State of Florida
Commission No.#CC903975

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

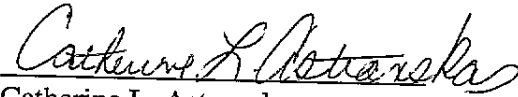
OF

FLOWER & WINE CART, INC.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its Registered Offices indicated in the Articles of Incorporation at 5900 S. Tamiami Trail – Suite I, Sarasota, FL 34231, has named Catherine L. Astronskas, located at the aforesaid address, as its Registered Agent to accept service of process within State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.


Catherine L. Astronskas
Registered Agent