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STUART, FLORIDA 34994-2007

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February 13, 2001

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

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-02/20/01--01047--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

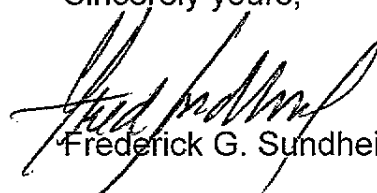
RE: MISTY ROSE FLORIST, INC.

Dear Sirs:

I have enclosed a check in the amount of \$78.75 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,



Frederick G. Sundheim, Jr.

FGS:sn  
Encls.  
S-758B  
cc: Mr. Brian H. Strain

01 FEB 20 AM 9:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH 2/21/01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MISTY ROSE FLORIST, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be MISTY ROSE FLORIST, INC.

**ARTICLE II. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the businesses to be transacted by this corporation are: retail and wholesale floral business, and for the purpose of transacting any and all lawful business.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of One (\$1.00) dollar per share.

**ARTICLE V. PRINCIPAL AND REGISTERED OFFICE**

The street address of the principal office of this corporation in the State of Florida is 968 SW Bayshore Blvd., Port St. Lucie, FL 34984. The street address of the initial registered office of this corporation in the State of Florida is 968 SW Bayshore Blvd., Port St. Lucie, St. Lucie County, Florida. The name of the initial registered agent at such address is Brian H. Strain.

**ARTICLE VI**  
**MANAGEMENT BY SHAREHOLDERS**

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

## ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Brian H. Strain	142 SW Starfish Avenue Port St. Lucie, FL 34984	P/S
Roger E. Smith	142 SW Starfish Avenue Port St. Lucie FL 34984	Vice President

## ARTICLE VIII. BY-LAWS



The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

## ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

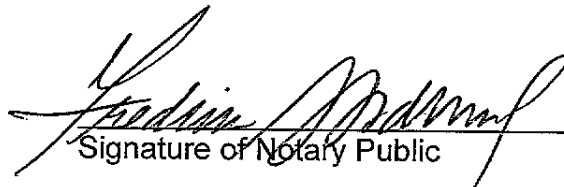
## ARTICLE X. PREEMPTIVE RIGHTS

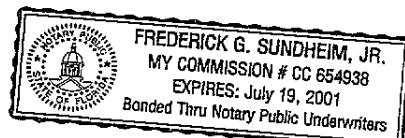
Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

  
BRIAN H. STRAIN  
  
ROGER E. SMITH

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 7 day of February, 2001, by BRIAN H. STRAIN and ROGER E. SMITH, who ~~are~~ personally known to me or who has produced as identification \_\_\_\_\_.

  
Signature of Notary Public



Print, type or stamp commissioned  
name of Notary Public

I, BRIAN H. STRAIN, having been designated to act as Registered Agent,  
hereby consent to act in that capacity until removed or my resignation is submitted.

  
BRIAN H. STRAIN

01 FEB 20 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED