

PO1000101720

Fernwood Flowers & Gifts, Inc.
P.O. Box 691
Bronson, FL 32621

October 1, 2001

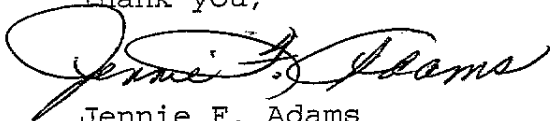
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Fernwood Flowers & Gifts, Inc.

Dear Mr. or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for Fernwood Flowers & Gifts, Inc., along with the registered agent acceptance and a check in the amount of \$78.75 for the Filing Fee, Registered Agent Designation and one Certified Copy.

Thank you,


Jennie F. Adams
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 2001

JENNIE F ADAMS
P O BOX 691
BRONSON, FL 32621

SUBJECT: FERNWOOD FLOWERS & GIFTS, INC.
Ref. Number: W01000023333

We have received your document for FERNWOOD FLOWERS & GIFTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 101A00056155

October 12, 2001

Florida Department of State
Pamela Smith
New Filings Section
Division of Corporations
P.O. box 6327
Tallahassee, FL 32314

Subject: Fernwood Flowers & Gifts, Inc.
Ref. # W01000023333

As per your request of 10/8/01 we have corrected the Articles of Incorporation to show a street address, rather than a P.O. Box for the registered agent.

Enclosed please find one original and one copy of our documents, as well as a copy of the letter we received from you requesting the changes.

If you have any further questions, please don't hesitate to contact me at (352) 490-5331.

Sincerely,

Jennie Adams
Fernwood Flowers & Gifts, Inc.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

FERNWOOD FLOWERS & GIFTS, INC.

ARTICLES I. NAME

The name of the corporation shall be:

Fernwood Flowers & Gifts, Inc.

The principal place of business of the corporation shall be 620 N. Main St., Chiefland, FL 32626. The mailing address of the corporation shall be P.O. Box 1249, Chiefland, FL 32626.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawfull activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 550 North Court Street,

Bronson, Florida 32621 and the name of the initial registered agent of the corporation at that address is Jennie F. Adams.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time, by the By-Laws.

The names and addresses of the person or persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Jennie F. Adams	P.O. Box 691 Bronson, FL 32621
Kimberly A. Burkett	P.O. Box 915 Trenton, FL 32693

ARTICLE VI. BY-LAWS

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

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his

pro rata share thereof at a price which is offered to others.

ARTICLE VIIII. OFFICERS

The name and address of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Jennie F. Adams President	P.O. Box 691 Bronson, FL 32621
Kimberly A. Burkett Vice President	P.O. Box 915 Trenton, FL 32693

ARTICLE X. INCORPORATOR

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


Jennie F. Adams
P.O. Box 691
550 North Court Street
Bronson, FL 32621

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for the purpose by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XII. DISSOLUTION

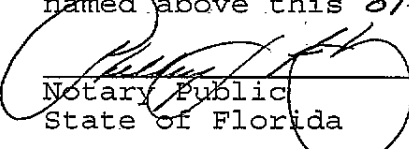
In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

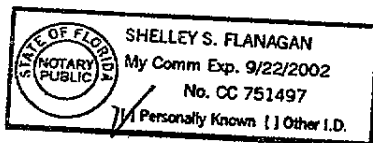
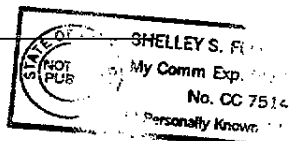

Jennie F. Adams, Incorporator

State of Florida
County of Alachua

Before me a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared Jennie F. Adams well known to me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 01st day of 10, 2001.


Notary Public
State of Florida



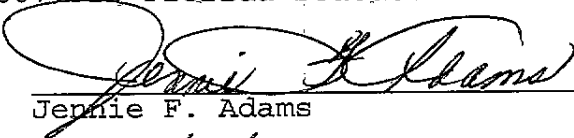
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Fernwood Flowers & Gifts, Inc., the place designated in Article Six of its Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


Jennie F. Adams

10/1/2001
Date