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ROBERT A. D'ANGIO, JR., P.A.

— ATTORNEYS AT LAW —

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October 15, 2001

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

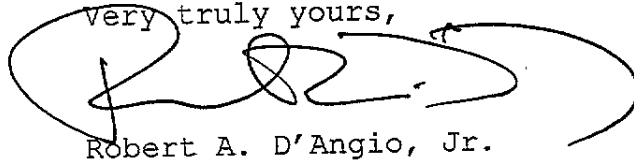
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*****78.50 *****78.50

In Re: M'S FLOWERS, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation, which includes an Acceptance of Registered Agent, to be filed with the State of Florida for the above corporation, together with our check in the amount of \$78.50.

Very truly yours,



Robert A. D'Angio, Jr.

RAD:ts

Enclosures

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AREAS OF PRACTICE

PERSONAL INJURY • WRONGFUL DEATH • WILLS • TRUSTS • FAMILY LAW • BUSINESS LAW • REAL ESTATE • INSURANCE CLAIMS • TRIAL PRACTICE

10-31-01
WC

**ARTICLES OF INCORPORATION
OF
M'S FLOWERS, INC.**

A corporation is hereby organized and incorporated by the undersigned subscribers for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

M'S FLOWERS, INC.

hereinafter referred to as the "Corporation."

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and object and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as full and to the same extent as natural persons might or could do, viz:

(a) The corporation shall be entitled to do all business as authorized by the Laws of the State of Florida.

(b) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(c) To exercise all rights, powers and privileges as provided

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in Section 607.011 Florida Statutes, as the same may be amended from time to time, together with any other rights, powers, privileges of a corporation organized and existing under the laws of the State of Florida.

(d) To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects, for the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental thereto and to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other business necessary or objects of the Corporation, wether or not such business is similar in nature to the purposes of objects set forth in this Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be 100 shares of Common Stock, with a nominal or par value of Ten Dollars (\$10.00) per share.

The whole or any part of the capital stock of said Corporation

shall be payable in lawful money of the United States of America or property, labor or services at a just valuation as shall be fixed by the Directors.

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such share, which may be issued at any time by the Corporation.

ARTICLE IV CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V PRINCIPAL OFFICE

The principal place of business of said Corporation is to be located at **4595 125th Avenue South, Wellington, FL 33467**, which the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida or in foreign countries.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but never be less than one.

**ARTICLE VII
INITIAL DIRECTORS**

LORI M. MURRAY
DAVID F. MURRAY

**ARTICLE VIII
INITIAL OFFICERS**

LORI M. MURRAY, Secretary, Treasurer
DAVID F. MURRAY, President

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is:

David F. Murray
4595 125th Avenue South
Wellington, FL 33467

**ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4595 125th Avenue South, Wellington, FL 33467 The name of the registered resident agent for the service of process is David F. Murray.

**ARTICLE XI
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this Corporation.

**ARTICLE XII
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment to them, and any right conferred upon the shareholders is subject to this reservation.

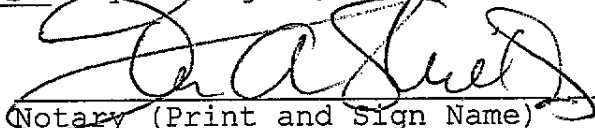
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Royal Palm Beach, Florida, for the purposes aforesaid, on this 15th day of Oct., 2001.


DAVID F. MURRAY

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of Oct., 2001, by DAVID F. MURRAY, who is personally known to me or has produced FL. Driver License as identification, who executed the foregoing Articles of Incorporation, and who acknowledged before me, according to the law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Royal Palm Beach, Palm Beach County, Florida, this 15th day of Oct., 2001.

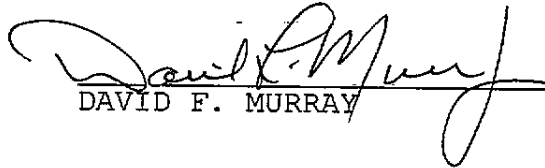

Notary (Print and Sign Name)
Commission No. _____

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CONSENT OF REGISTERED AGENT

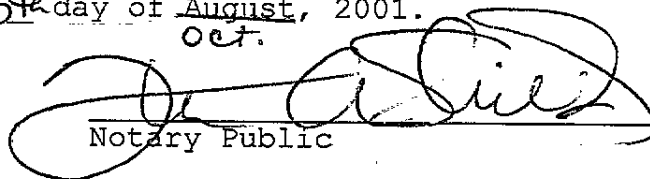
HAVING BEEN NAMED as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


DAVID F. MURRAY

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, personally appeared DAVID F. MURRAY, to me well known and known to me to be the person described in and who executed the foregoing Consent of Registered Agent, and who acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Royal Palm Beach, Palm Beach County, Florida, this 15th day of August, 2001.
Oct.


Notary Public

My commission expires: -



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TALLAHASSEE, FLORIDA