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JOHN C. GESCH

March 5, 2002

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FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 MAR -8 AM 7:26

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

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-03/08/02--01031--002
*****78.75 *****78.75

Attn: New Filings Section

Re: FLORALS OF PALM BEACH BY BRUCE, INC.

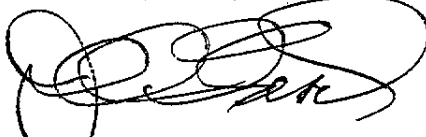
Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Registered Agent for the above-referenced corporation. I am also enclosing my check # 8480 in the amount of \$78.75 in payment of filing fees, designation of registered agent and one certified copy of Articles.

Thank you for your assistance and cooperation in this regard.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag

Enclosures

cc: Florals of Palm Beach by Bruce, Inc.

P. CHESSEY MAR 18

ARTICLES OF INCORPORATION
OF
FLORALS OF PALM BEACH BY BRUCE, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **FLORALS OF PALM BEACH BY BRUCE, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 3230 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VI. SUBSCRIBERS

The names and addresses of the subscribers are as follows:

NAMEADDRESS

BRUCE C. IRVINE

3230 South Dixie Highway
West Palm Beach, Florida 33405

ROBERT B. BAUR

3230 South Dixie Highway
West Palm Beach, Florida 33405

The number of shares of stock they agree to take and the value of the consideration therefor is:

NAMESHARESCONSIDERATIONBRUCE C. IRVINE
3230 South Dixie Highway
West Palm Beach, Florida 33405

250

\$250.00

ROBERT B. BAUR
3230 South Dixie Highway
West Palm Beach, Florida 33405

250

\$250.00

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

NAMEADDRESS

BRUCE C. IRVINE

3230 South Dixie Highway
West Palm Beach, Florida 33405

ROBERT B. BAUR

3230 South Dixie Highway
West Palm Beach, Florida 33405ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-

Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	BRUCE C. IRVINE 3230 South Dixie Highway West Palm Beach, Florida 33405
Vice-President	ROBERT B. BAUR 3230 South Dixie Highway West Palm Beach, Florida 33405
Secretary-Treasurer	ROBERT B. BAUR 3230 South Dixie Highway West Palm Beach, Florida 33405

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

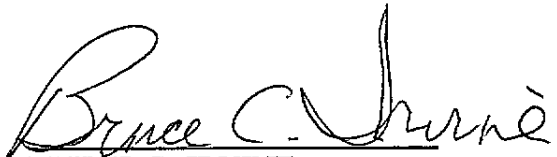
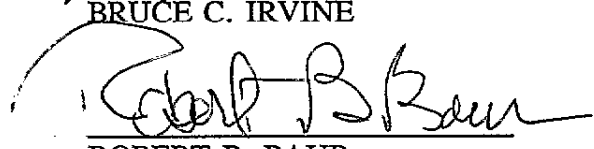
The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 5th day of March, 2002, for the purpose of forming this corporation under the laws of the State of Florida.


BRUCE C. IRVINE

ROBERT B. BAUR


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of March, 2002,
by **BRUCE C. IRVINE** and **ROBERT B. BAUR**, who () are personally known to me or (✓)
produced their valid Florida driver's license as identification.



John C. Gesch
Commission # DD078068
Expires Jan. 22, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

(notary seal)


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **FLORALS OF PALM BEACH BY BRUCE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named **BRUCE C. IRVINE**, located at 3230 South Dixie Highway, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


BRUCE C. IRVINE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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