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Fax Number : (850)205-0381

From:

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Account Number : I20020000003 Phone : (941)748-4411

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DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

Carefree Roses, Inc.

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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

CAREFREE ROSES, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, (Florida Business Corporation Act), does hereby adopt the following Articles of Incorporation:

NAME OF CORPORATION

The name of the corporation shall be CAREFREE ROSES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V. PRINCIPAL ADDRESS

The principal office, place of business and mailing address of this corporation shall be 5619 $17^{\rm TH}$ Street West, Palmetto, FL 34221.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares.

Prepared By: Alam Hardy Prother, Esquire Dye, Destrich, Prather, Patruff & St. Paul, P. L. Fost Office Box 9480 Bradenton, FL 34206 941/748-4411 Fax 941/748-1573

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ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Alan Hardy Prather, Esquire, 1111 Third Avenue West, Suite 300, Post Office Box 9480, Bradenton, FL 34206.

ARTICLE VIII.

The name and street address of the initial incorporator to these Articles of Incorporation is Alan Hardy Prather, Esquire, 1111 Third Avenue West, Suite 300, Post Office Box 9480, Bradenton, FL 34206.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities, incurred directly, indirectly or incidentally to the services performed for the corporation, to the fullest extent permitted under the laws of the State of Florida existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 2002.

Akan Hardy Prather, Incorporator

Prepared By:
Alan Hardy Prather, Esquire
Dye, Deitrich, Prather,
Petruff & St. Paul, P. L.
Post Office Box 9480
Bradenton, FL 34206
941/748-4411
Fax 941/748-1573

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

CAREFREE ROSES, INC.

2. The name and address of the registered agent and office is:

Alan Hardy Prather, Esquire

Dye, Deitrich, Prather, Petruff & St. Paul, P. L.
1111 Third Avenue West, Suite 300

Bradenton, FL 34205

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: May 1, 2002

Alan Hardy Prather

Prepared By:
Alan Hardy Prather, Esquire
Dye, Deitrich, Prather,
Petruff & St. Paul, P. L.
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