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April 26, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 APR 29 PM 1:36
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Re: *Best Friends Floral, Inc.*

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 filing fee and certified copy. Please process this corporation as soon as possible and return a certified copy to our office.

Thank you for your attention to this matter.

Sincerely yours,


Thomas J. DeBari

TJD/jz
Enclosures

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-04/29/02--01068--015
*****78.75 *****78.75

**ARTICLES OF INCORPORATION
OF
BEST FRIENDS FLORAL, INC.**

FILED
02 APR 29 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be: Best Friends Floral, Inc.

ARTICLE II: PRINCIPLE OFFICE

The principal place of business and mailing address is:

793 Powderhorn Row
Lakeland, Florida 33809

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is any and all lawful business activity under Federal and State law.

ARTICLE IV: SHARES

The number of authorized shares of stock is 100 with a par value of each share at \$1.00.

ARTICLE V: INITIAL DIRECTORS

The initial directors of the corporation are:

1. Barbara Roy
2. Patricia Willems
3. Debra Browning

ARTICLE VI: INITIAL OFFICERS

The initial officers of the corporation are:

- | | | |
|---------------------|----|----------------------------|
| 1. Barbara Roy | -- | President & Treasurer |
| 2. Patricia Willems | -- | Vice-President & Secretary |
| 3. Debra Browning | -- | Vice-President |

ARTICLE VII: REGISTERED AGENT

The name and address of the registered agent of the corporation is:

Thomas DeBari, Esq.
5116 South Lakeland Drive
Lakeland, Florida 33813

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is:

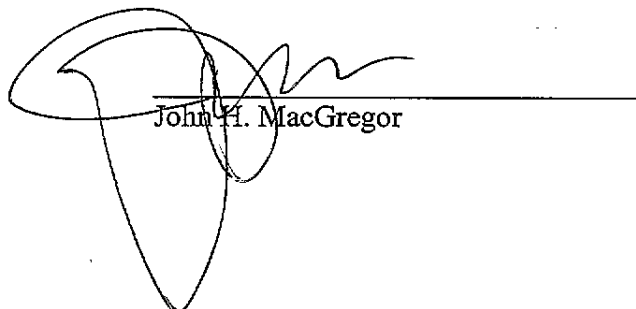
John H. MacGregor, Esq.
5116 South Lakeland Drive
Lakeland, Florida 33813

ARTICLE IX: EFFECTIVE DATE

The incorporation of Best Friends Florida, Inc., shall commence at 12:01 a.m. on the day after the Articles are filed with Florida's Department of State.


INCORPORATOR'S CERTIFICATION

The undersigned, being the incorporator of this corporation, for the purpose of forming this For-Profit corporation under the Laws of the State of Florida has executed these articles of incorporation on April 26, 2002.


John H. MacGregor

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such a capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Best Friends Floral, Inc., and agree to comply with the laws of the State of Florida.



Thomas J. DeBari, Esq.
Registered Agent for Best Friends Floral, Inc.

Dated: 4-26-02

FILED
02 APR 29 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA