

PADGETT BUSINESS SERVICES

640 East Ocean Avenue Suite 8 • Boynton Beach, FL 33435 • (561) 734-3222 • fax (561) 734-7210

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April 22, 2002

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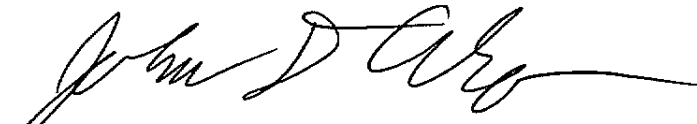
Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Gentlemen:

Attached are the Articles of Incorporation and the proper fees.

Please issue a Certificate of Incorporation and return it directly to PADGETT BUSINESS SERVICES at the above address.

Very truly yours,



JOHN D. AHO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -6 AM 8:53

*5-9-02
WC*

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -6 AM 8:53

ARTICLE I, NAME

THE NAME OF THE CORPORATION SHALL BE:

MADDIE'S FLOWERS BY THE SEA, INC.

ARTICLES II, NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA 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 COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV, INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN FIVE HUNDRED DOLLARS(\$500).

ARTICLE V, TERM OF EXISTENCE

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI, ADDRESS

THE INITIAL ADDRESS IN THE STATE OF FLORIDA OF THE PRINCIPAL OFFICES OF THE CORPORATION SHALL BE:

**621 N.E. 3RD AVENUE
DELRAY BEACH, FLORIDA
33444**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES OF THE CORPORATION TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION ARE:

**MADELINE WHITNEY
621 N.E. 3RD AVENUE
DELRAY BEACH, FLORIDA
33444**

ARTICLE VIII, INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR ARE:

**MADELINE WHITNEY
621 N.E. 3RD AVENUE
DELRAY BEACH, FLORIDA
33444**

ARTICLE IX, BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X, AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XI, S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE INTERNAL REVENUE CODE SO THAT PROFITS ARE TAXED DIRECTLY TO THE SHAREHOLDERS ON A PRO RATA BASIS.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THE CORPORATION HAS NAMED MADELINE WHITNEY WHO IS LOCATED AT 621 N.E. 3RD AVENUE, DELRAY BEACH, FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF FLORIDA STATUTES.

SIGNED X Madeline Whitney
REGISTERED AGENT

DATE May 3, 2002

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET OUR HANDS AND SEALS THIS 3rd DAY OF May FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF STATE, FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

SWORN TO AND SUBSCRIBED BEFORE ME

Julie Danna - [Signature]

THIS 3rd DAY OF

May 2002



Julie L. Danna
Commission # DD 046061
Expires July 31, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

X Madeline Whitney
INCORPORATOR