

MAY-10-2002 FRI 12:58 PM SHUTTS AND BOWEN

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Division of Corporations

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To:

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Fax Number : (850) 205-0381

From:

Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
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FLORIDA PROFIT CORPORATION OR P.A.

sunshine fresh flowers company

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
SUNSHINE FRESH FLOWERS COMPANY

ARTICLE I - NAME

The name of this Corporation is SUNSHINE FRESH FLOWERS COMPANY.

ARTICLE II - ADDRESS

The principal address of the Corporation is 2019 N.W. 89<sup>th</sup> Place, Miami, Florida 33172.

The mailing address of the Corporation is P.O. Box 892, Dayton, New Jersey, 08810-0892.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Blvd., Suite 1500(CRM), Miami, Florida 33131.

ARTICLE VII - INITIAL 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 Bylaws, but shall never be less than one (1).

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ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Andrew Johnston and his address is P.O. Box 892, Dayton, New Jersey, 08810-0892.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of May, 2002.

  
Andrew Johnston, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 10th DAY OF MAY, 2002.

  
Felicia Hickey, Assistant Secretary of  
Corporation Company of Miami

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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