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FROM: (PLEASE PRINT)

PHONE 407834-3467

Flowers Etc, Inc III
1599 Druid Road
Maitland, FL 32751

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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TALLAHASSEE, FLORIDA

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☐ Not for Profit
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AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

06-24-02
Examiner's Initials *B*

**ARTICLES OF INCORPORATION
OF
FLOWERS ETC., INC. III**

ARTICLE I

The name of this corporation shall be Flowers Etc., Inc. III

ARTICLE II

The principal place of business/mailling address shall be 1599 Druid Road,
Maitland, Florida 32751.

ARTICLE III

The purpose for which the corporation is organized is to engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purpose, the corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE IV

The aggregate number of shares, which the Corporation shall have the authority to issue, shall be One Hundred (100) shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE V

The number of officers constituting the initial Board of Directors shall be one. The number of officers may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the person who will serve as President is:

Name
Robert F. Sperti,

Address
1599 Druid Road
Maitland, Florida 32751

ARTICLE VI

The name and address of the registered agent is R. Edward Cooley, Esq., 1450 S.R. 434 West, Suite 200, Longwood, FL 32750.

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ARTICLE VII

The name and address of the incorporator is Robert F. Sperti, 1599 Druid Road, Maitland, Florida 32751.

ARTICLE VIII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX

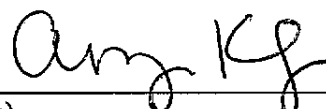
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: June 18, 2002


Robert F. Sperti - President

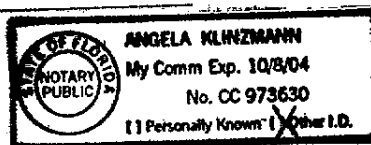
STATE OF FLORIDA
COUNTY OF SEMINOLE

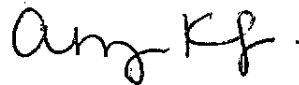
The foregoing instrument was acknowledged before me this 18th day of June 2002, by Robert F. Sperti, as President of Flowers Etc., Inc. III, a Florida corporation, on behalf of the corporation. He is not personally known to me and has produced Florida Driver's License No. S163-766-42-331-0 as identification and did not take an oath.


(Notary Public)

My Commission Expires

10/8/04





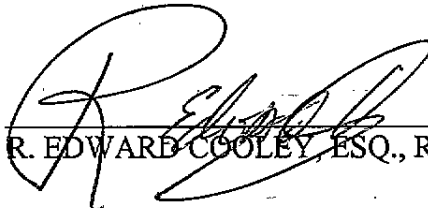
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

That Flowers Etc., Inc. III desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Longwood, Seminole County, State of Florida, has named R. Edward Cooley as its agent to accept service process within the State.

ACKNOWLEDGEMENT

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 agree to comply with the provision of said relative to keeping open said office.


R. EDWARD COOLEY, ESQ., Registered Agent

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TALLAHASSEE, FLORIDA

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