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August 26, 2002

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: SUNSHINE FLOWERS AND GIFTS, INC.

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-08/28/02--01032--015
*****78.75 *****78.75

Gentlemen:

Enclosed please find a check in the amount of \$78.75 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to SUNSHINE FLOWERS AND GIFTS, INC. Please return the filed Articles of Incorporation to this office and not to the registered agent. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

John P. Milligan Jr.

John P. Milligan, Jr., Esq.

JPM/fks

Enclosures as stated

FILED
02 AUG 28 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 8/29

ARTICLES OF INCORPORATION
OF
SUNSHINE FLOWERS AND GIFTS, INC.

FILED
02 AUG 28 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

SUNSHINE FLOWERS AND GIFTS, INC.

The address of the principal office of this corporation shall be **3326 Del Prado Blvd., Cape Coral, FL 33904**, and the mailing address of the corporation shall be **3326 Del Prado Blvd., Cape Coral, FL 33904**.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be **3326 Del Prado Blvd., Cape Coral, FL 33904**, and the name of the initial registered agent of the corporation is **Elizabeth M. Webb**.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial members of the Board of Directors are:

Elizabeth M. Webb
3326 Del Prado Boulevard
Cape Coral, FL 33904

ARTICLE VIII - INCORPORATORS

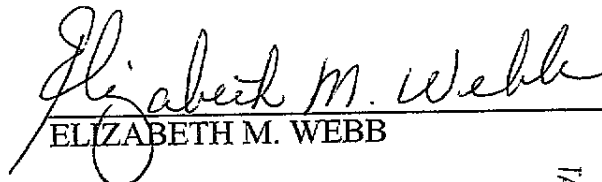
The names and street addresses of the persons signing these Articles of Incorporation is:

Elizabeth M. Webb
3326 Del Prado Boulevard
Cape Coral, FL 33904


ELIZABETH M. WEBB

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Elizabeth M. Webb, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ELIZABETH M. WEBB

FILED
02 AUG 28 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA