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SEC. OF STATE
TALLAHASSEE, FLORIDA

JOHN S. DZURAK
ATTORNEY AT LAW
Post Office Box 510400
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33951-0400

Mailing Address:
Post Office Box 510400
Punta Gorda, Florida 33951-0400
Phone: (941) 639-3171
Fax: (941) 639-3634

Certified Circuit Civil Mediator
Certified Family Law Mediator

May 29, 2003

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

Re: Abacus Flowers & Gifts, Inc.

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation for the above-referenced corporation.

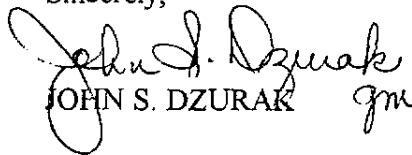
Also enclosed is my check in the amount of \$70.00, representing the following:

\$ 35.00 - Filing fee
\$ 35.00 - Resident agent fee.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK gm

JSD:gm
enclosures
xc: Mr. and Mrs. Peter F. Bradley

ARTICLES OF INCORPORATION
OF
ABACUS FLOWERS & GIFTS, INC.

FILED
03 JUN -2 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, **JOHN S. DZURAK, ESQUIRE**, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

ABACUS FLOWERS & GIFTS, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of

stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 2171 Tamiami Trail, Port Charlotte, Florida 33948; and the name of its initial Registered Agent is **CAROL A. BRADLEY** whose mailing address is 2171 Tamiami Trail, Port Charlotte, Florida 33948. The mailing address of the corporation is 2171 Tamiami Trail, Port Charlotte, Florida 33948.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent

provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CAROL A. BRADLEY	2171 Tamiami Trail Port Charlotte, Florida 33948
PETER F. BRADLEY	2171 Tamiami Trail Port Charlotte, Florida 33948

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **CAROL A. BRADLEY**, the first Secretary shall be **PETER F. BRADLEY**, and the first Treasurer shall be **PETER F. BRADLEY**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share

of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
PETER F. BRADLEY and CAROL A. BRADLEY husband and wife	2171 Tamiami Trail Port Charlotte, Florida 33948	100	\$ 1,000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, with which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.



Directors of this corporation need not be residents of the State of Florida.

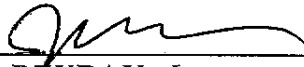
XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the

holder of Section 1244 stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd. day of May, 2003.


GAIL MANLEY

GLORIA J. GAL


JOHN S. DZURAK, Incorporator
306 E. Olympia Avenue
Punta Gorda, Florida 33950

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

SWORN TO, subscribed and acknowledged before me this 23rd. day of May, 2003, by **JOHN S. DZURAK, ESQ.**, as Incorporator, who is personally known to me.

My commission expires:


GAIL MANLEY
Notary Public - State of Florida

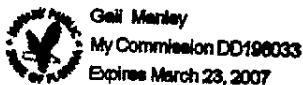


EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

FILED
03 JUN -2 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That **ABACUS FLOWERS & GIFTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 2171 Tamiami Trail, Port Charlotte, Florida 33948 has named **CAROL A. BRADLEY**, located at 2171 Tamiami Trail, Port Charlotte, Florida 33948, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **ABACUS FLOWERS & GIFTS, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: May 23, 2003.


CAROL A. BRADLEY
Registered Agent