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WEAVER & MCCLENDON

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**FLORIDA PROFIT CORPORATION OR P.A.**

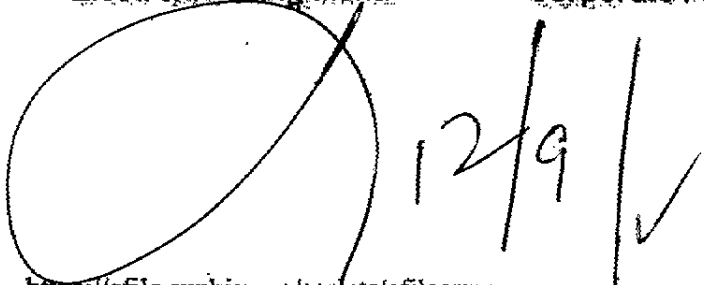
Southern Roses, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SOUTHERN ROSES, INC.**

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The undersigned, being a natural person *sul juris* and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Ch. 607, FLA. STAT. as amended, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **SOUTHERN ROSES, INC.**

**ARTICLE II**

The mailing address and the principal office of the Corporation shall be 1040 VanFleet Highway, Bartow, FL 33830.

**ARTICLE III**

The name of the initial registered agent shall be **COLLEEN M. SMEAL**, and the initial registered office of the Corporation shall be 1040 VanFleet Highway, Bartow, FL 33830.

**ARTICLE IV**

The capital stock of the Corporation will consist of 10,000 shares of common stock, par value \$1.00 per share.

**ARTICLE V**

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted, and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

**ARTICLE VI**

Corporation Bylaws may be amended, altered, or repealed by the Board of Directors.

**ARTICLE VII**

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

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**ARTICLE VIII**

The names and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>KATHY L. WOODS</b>	<b>1673 Libby Road Babson Park, FL 33827</b>

**ARTICLE IX**

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The name and address of the members of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
<b>KATHY L. WOODS</b>	<b>1673 Libby Road Babson Park, FL 33827</b>
<b>COLLEEN M. SMEAL</b>	<b>1673 Libby Road Babson Park, FL 33827</b>

**ARTICLE X**

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

**ARTICLE XI**

Each director or officer, or former director or officer, of this Corporation and his legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding, or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed

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compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called special meeting or a regular meeting.

In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, I have hereunto set my hand on December 4, 2003.

Kathy L. Woods  
KATHY L. WOODS, Incorporator

**ACKNOWLEDGMENT**

This instrument was acknowledged under oath before me in Polk County, Florida, on December 4, 2003, by Kathy L. Woods ( ) personally known to me, or (  ) driver's license verified identity (indicate by "X").

James M. Weaver  
Notary Public

Instrument Preparer:  
JAMES M. WEAVER, FBN 212792  
WEAVER & MCCLENDON, PA  
240 Park Avenue  
Post Office Box 466  
Lake Wales, FL 33859-0466  
863/676-8000

JAMES M. WEAVER  
MY COMMISSION # DD 006874  
EXPIRES: March 5, 2005  
Bonded thru Notary Public Underwriting

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**REGISTERED AGENT CERTIFICATE**

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

SOUTHERN ROSES, INC.

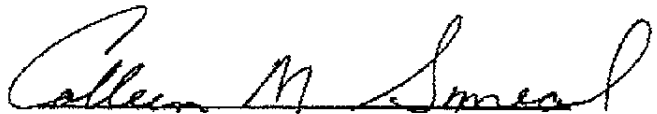
desiring to organize and incorporate under Florida law with its principal office and its registered office as indicated in the Articles of Incorporation, has named

COLLEEN M. SMEAL

as its agent to accept service of process within this State in compliance with FLA. STAT. § 48.091.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to keep the office open in compliance with FLA. STAT § 48.091.

  
COLLEEN M. SMEAL  
Registered Agent

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