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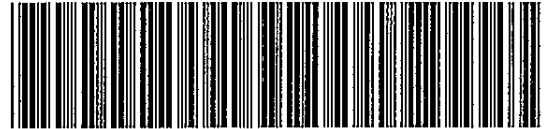
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4/12/04

MCNAMARA LAW FIRM, P.A.
Attorneys at Law

Terrance P. McNamara, Esq.
Laurie Hammers McNamara, Esq.

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DEPT. OF STATE
TALLAHASSEE FLORIDA

VIA OVERNIGHT DELIVERY

April 6, 2004

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Baldwin Park Flowers, Inc.

Dear Department of State:

Attached please find Articles of Incorporation (in duplicate) for the above mentioned entity.

Please file the same and return copies to my attention. A check in the amount of \$70.00 is enclosed.

Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

Cc: Lynne Reed

ARTICLES OF INCORPORATION

OF

BALDWIN PARK FLOWERS, INC.

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TALLAHASSEE FLORIDA

ARTICLE I

Name

- 1.1 The name of the corporation is Baldwin Park Flowers, Inc.

ARTICLE II

Duration

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

- 3.1 This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

- 6.1 The street address of the initial principal and registered office of this corporation is Wachovia Bank Building, 2nd Floor, 400 Corey Avenue, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

- 7.1 This corporation shall have two (2) directors initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial directors of this corporation are:

Deborah McAfee
2822 Corrine Drive
Orlando, FL 32803

Lynne Reed
2822 Corrine Drive
Orlando, FL 32803

ARTICLE VIII

Incorporator

- 8.1 The name and address of the Incorporator and person signing these Articles is:

Terrance P. McNamara, Esq.
Wachovia Bank Building, 2nd Floor
400 Corey Avenue
St. Pete Beach, FL 33706

ARTICLE IX

Officers

9.1 The name and address of the initial officers of this corporation are:

President: Deborah McAfee
2822 Corrine Drive
Orlando, FL 32803

Vice-President: Lynne Reed
2822 Corrine Drive
Orlando, FL 32803

Secretary: Lynne Reed
2822 Corrine Drive
Orlando, FL 32803

Treasurer: Lynne Reed
2822 Corrine Drive
Orlando, FL 32803

ARTICLE X

Indemnification

10.1 The corporation shall indemnify its officers, directors, incorporators and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator
has executed these Articles of Incorporation on this 6th day of
APRIL, 2004.



Terrance P. McNamara, Esq.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

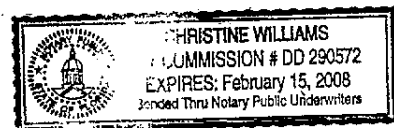
BEFORE ME, the undersigned authority, personally appeared
Terrance P. McNamara, Esq., well known to me to be the person
described above, and he acknowledged to me that he executed the same
for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 6th day of
April, 2004.



NOTARY PUBLIC

My Commission Expires: 2.15.2008



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STATE OF FLORIDA
TALLAHASSEE FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Baldwin Park Flowers, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



Terrance P. McNamara, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 6th day of
April, 2004.



NOTARY PUBLIC

My Commission Expires: 2.15.2008

