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DAVID F. ALBRECHT
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

2012 TWENTY-EIGHTH AVENUE

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POST OFFICE BOX 2258
VERO BEACH, FLORIDA
32961-2258

June 25, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Bloom & Grow Flowers, Inc.

Ladies/Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above Corporation, together with a check for \$70.00 to cover the following fees:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00

I will appreciate your date stamping the enclosed copy and returning it to my office along with your letter acknowledging receipt thereof.

Thank you for your time and consideration.

Sincerely,



David F. Albrecht

dmt
enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
BLOOM & GROW FLOWERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation, which shall hereinafter be referred to as the "Corporation" shall be: **BLOOM & GROW FLOWERS, INC.**

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as set forth in Article II.

ARTICLE IV

This Corporation has the authority to issue one hundred shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is: 4523 6th Lane, SW, Vero Beach, Florida 32968. The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE VII

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. The date of the annual meeting shall be fixed by the Bylaws.

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ARTICLE VIII

The names and street addresses of the initial members of the first Board of Directors are:

KIM BORTEL	2916 1st Road Vero Beach, Florida 32968
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LORI McGANN	4523 6th Lane, SW Vero Beach, Florida 32968
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The Directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the Bylaws. Directors shall hereafter be elected by the shareholders.

ARTICLE IX

The names and addresses of the initial officers of this Corporation, who shall hold office for the first year or until their successors are chosen, elected or appointed, and qualified as provided in the Bylaws are as follows:

President/Treasurer	KIM BORTEL 2916 1st Road Vero Beach, Florida 32968
---------------------	--

Vice President/Secretary	LORI McGANN 4523 6th Lane, SW Vero Beach, Florida 32968
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The officers shall hereafter be elected by the Directors.

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which they initially agree to take, are as follows:

KIM BORTEL 2916 1st Road Vero Beach, Florida 32968	50 shares
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LORI McGANN 4523 6th Lane, SW Vero Beach, Florida 32968	50 shares
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ARTICLE XI

Unless otherwise provided in the Bylaws, 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 already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The Bylaws may provide that every stockholder is not to have the right to so purchase. The Bylaws may provide for cumulative voting for Directors and may make provisions governing the issuance of stock certificates to replace lost or destroyed certificates. Provided further, the stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit, whereby such stockholders may limit their voting rights by virtue of such agreements.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XIII

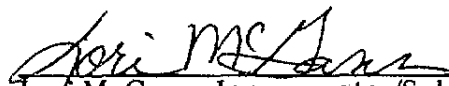
The registered agent for service of process within the State of Florida shall be:

LORI McGANN
4523 6th Lane, SW
Vero Beach, Florida 32968

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 25 day of June, 2004.




Kim Bortel, Incorporator/Subscriber



Lori McGann, Incorporator/Subscriber

ACCEPTANCE BY REGISTERED AGENT

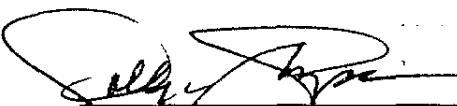
I am familiar with, and hereby accept, the duties and responsibilities of
Registered Agent for: BLOOM & GROW FLOWERS, INC.


Lori McGann

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified to take
acknowledgments, personally appeared KIM BORTEL and LORI MCGANN, who furnished
Drivers' Licenses as identification, and they acknowledged that they executed the
foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Vero Beach, Indian River County, Florida,
this 25th day of June, 2004.


Notary Public



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