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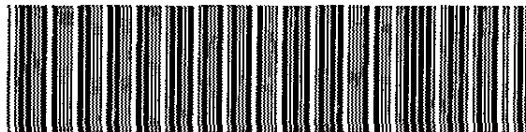
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DIVISION OF CORPORATIONS
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UH

JOHNEL K. MARTIN,
A Non-Attorney, Document Preparer
2012 Burpee Drive
Jacksonville, FL 32210
(904) 710-8218/Fax: (904) 781-2520
E-mail: johnelsbkr1@aol.com

September 22, 2006

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

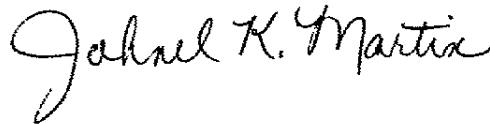
Re: BLOOMING MEMORIES, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of BLOOMING MEMORIES, INC. I have also enclosed my company's check in the sum of \$78.75, made payable to the Department of State. Please file same and return the certified copy of the Articles of Incorporation to my office, as soon as practical.

Thank you for your time and assistance.

Sincerely yours,

A handwritten signature in black ink that reads "Johnel K. Martin". The signature is written in a cursive, flowing style.

JOHNEL K. MARTIN

JKM/jm
Enclosures

ARTICLES OF INCORPORATION

OF

BLOOMING MEMORIES, INC.

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DIVISION OF CORPORATIONS

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In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), We, THE UNDERSIGNED, being of full age, do hereby agree to become a corporation for profit under the laws of the State of Florida, by and under the provisions and statutes of that State, providing for the formation, liability rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions hereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION: The name of this corporation shall be: BLOOMING MEMORIES, INC.

ARTICLE II

ADDRESS OF CORPORATION: The street address of the principal office of this corporation is: 8157 Emerald Forest Court, Sanford, Florida 32771.

ARTICLE III

PURPOSE: The purpose for which the corporation is organized is: To carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and it is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, including, but not limited to the following: retail sales involving the creation and design of floral arrangements,

plants or dish gardens, or other type displays, bouquets, whether live or artificial, and all services relating thereto.

ARTICLE IV

SHARES: The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred (500) Shares of common stock with a nominal or par value of Ten (\$10.00) Dollars per share.

ARTICLE V

INITIAL OFFICERS/DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than two.

The name and address of the members of the first Board of Director(s) who shall hold office for the first year of existence of the corporation, or until his/her successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Donald W. Matthews, Jr.	8157 Emerald Forest Court Sanford, FL 32771	President/Treasurer/ Director
Giovanna Iolanda Matthews	8157 Emerald Forest Court Sanford, FL 32771	Vice-President/ Secretary/ Director

ARTICLE VI

REGISTERED AGENT: The name and address of the registered agent of this corporation is DONALD W. MATTHEWS, SR., 7952 Normandy Boulevard, Jacksonville, FL 32221.

ARTICLE VII

INCORPORATOR: The name and address of the Incorporators are:


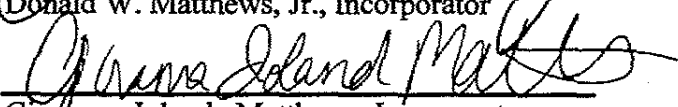
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Donald W. Matthews, Jr.	8157 Emerald Forest Court Sanford, FL 32771	50%
Giovanna Iolanda Matthews	8157 Emerald Forest Court Sanford, FL 32771	50%

ARTICLE VIII

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

IN WITNESS WHEREOF, we, the Incorporators, hereunto set our hands and seals this

22nd day of September, 2006.


Donald W. Matthews, Jr., Incorporator

Giovanna Iolanda Matthews, Incorporator

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DIVISION OF CORPORATIONS

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

Pursuant to Chapter 607.0501(3), Florida Statutes, the following is submitted:

That BLOOMING MEMORIES, INC., desiring to organize under the laws of the State of Florida, with its principal office being, 8157 Emerald Forest Court, Sanford, FL 32771, has named DONALD W. MATTHEWS, SR., as its agent to accept services of process within this state.

I, DONALD W. MATTHEWS, SR., having been named to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

BY: Donald W. Matthews
DONALD W. MATTHEWS,
Registered Agent

Date: 09/22/06