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March 21, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Jo Mynard,

RE: A Floral Affair, Inc.

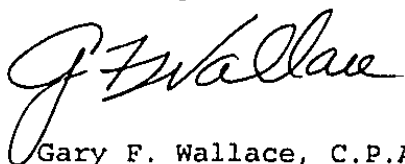
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TALLAHASSEE, FLORIDA
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Dear Jo,

Please find enclosed the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50

This represents the cost of filing fees for the Certified Copy of Articles of Incorporation, and fee for Registered Agent designation, for the above named corporation. Your prompt attention to the filing of these Articles of Incorporation is greatly appreciated. Thank you in advance for your assistance.

Sincerely,



Gary F. Wallace, C.P.A., Registered Agent
A Floral Affair, Inc.
12734 Kenwood Lane, Suite 49
Ft. Myers, Florida 33907

B. BROWN MAR 24 1995

ARTICLES OF INCORPORATION
OF
A FLORAL AFFAIR, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I - CORPORATE NAME

The name of the corporation is:
A FLORAL AFFAIR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: A FLORAL AFFAIR, INC.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY: FT. MYERS FLORIDA ZIP 33907

The name and street address of the Initial Registered Agent of this corporation is:

NAME: GARY F. WALLACE, C.P.A.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY: FT. MYERS FLORIDA ZIP 33907

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have **TWO (2)** directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: **NANCY BUTLER**

ADDRESS: **1548 LINHART AVENUE**

CITY: **FT. MYERS** **FLORIDA** **ZIP 33901**

NAME: **AMILCARE VITIELLO**

ADDRESS: **1714 SE 39TH STREET**

CITY **CAPE CORAL** **FLORIDA** **ZIP 33904**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: GARY F. WALLACE, C.P.A.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY: FT. MYERS FLORIDA ZIP 33907

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of MARCH, 1995.

G. F. Wallace (Seal)
GARY F. WALLACE, C.P.A. (Seal)
____ (Seal)

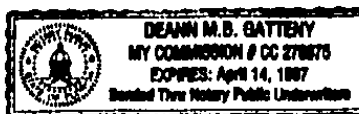
STATE OF FLORIDA)
COUNTY OF LEE)
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GARY F. WALLACE, C.P.A. known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22 day of MARCH, 1995.

(Notary Seal)

Deann M.B. Gatteny
(Notary Public, State of Florida)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

A FLORAL AFFAIR, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the
following is submitted:

The above corporation, desiring to organize under the laws of the
State of Florida with its registered office as indicated in the
Articles of Incorporation

at 12734 KENWOOD LANE, SUITE 49, FT. MYERS, FLORIDA 33907

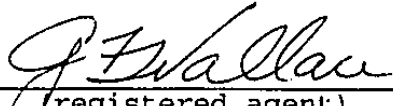
has named GARY F. WALLACE, C.P.A.

located at the aforesaid address, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process
for the above stated corporation at the place designated in this
certificate, and being familiar with the obligations of that

position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said
office.


(registered agent)
GARY F. WALLACE, C.P.A.