

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

145000024731

RE: Green Thumb Florid, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

PMC 3/28/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY SW \_\_\_\_\_

WALK-IN  
 Will Pick Up 328 1:00

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Exports		
<input checked="" type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	100001441341	
	03/28/95-01051-017	
<input type="checkbox"/> Art. of Amend. Fila	****122.50	****122.50
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b>		

FILED  
 05 MAR 28 PM 12:01  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
GREEN THUMB FLORIST, INC.

FILED

95 MAR 28 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME. The name of the corporation is GREEN THUMB  
FLORIST, INC.

ARTICLE II.

PRINCIPAL OFFICE. The principal place of business and  
mailing of this corporation shall be: 1440 Main Street,  
Sarasota, Florida 34236.

ARTICLE III.

DURATION. The corporation shall exist perpetually.

ARTICLE IV.

PURPOSE. The corporation is organized for the purposes  
of transacting any and all lawful business for which corpor-  
ations may be incorporated under the Florida Business  
Corporation Act.

ARTICLE V.

CAPITAL STOCK. The number of shares of stock that this  
corporation is authorized to have outstanding at any one time  
is: 7,000 shares, having a par value of \$1.00 per share, all  
of which shall be common shares; said common shares have

unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

**ARTICLE VI.**

**INITIAL REGISTERED AND AGENT AND ADDRESS.** The name and address of the initial registered agent is: George R. McLain, 1800 Second Street, Suite 717, Sarasota, Florida 34236.

**ARTICLE VII.**

**INCORPORATOR.** The name and street address of the incorporator to these Articles of Incorporation is: George R. McLain, 311 Island Circle, Sarasota, Florida 34242.

**ARTICLE VIII.**

**BOARD OF DIRECTORS.** The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of the Corporation is:

Deloras J. McLain, 311 Island Circle, Sarasota,  
Florida 34242

**ARTICLE IX.**

**OFFICERS.** The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers and agents as may be deemed necessary and proper provided for in the By-Laws of the Corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws of the Corporation or determined by the Board of Directors. Any person may hold two or more offices.

**ARTICLE X.**

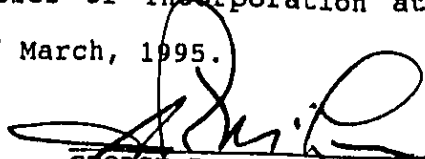
**AMENDMENT.** The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter, or repeal the By-Laws.

**ARTICLE XI.**

**CORPORATE EXISTENCE.** This Corporation shall commence its existence upon the filing of these Articles of Incorporation.

tion, said day being established for accounting purposes only.

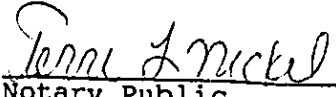
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Sarasota, Florida, this 27<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
GEORGE R. McLAIN

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of March, 1995, by GEORGE R. McLAIN, who is personally known to me or who has produced N/A as identification.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

TERRI L NICKEL



TERRI L NICKEL  
My Commission CC368036  
Expires Aug. 17, 1998  
Bonded by FAM  
800-422-1965

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 MAR 28 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, F.S., of the Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GREEN THUMB FLORIST, INC..
2. The name and address of the registered agent and office is George R. McLain, 1800 Second Street, Suite 717, Sarasota, Florida 34236.

  
(Corporate Officer)

Title: Manager

Date: 3/27/95

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
GEORGE R. McLAIN

3/27/95  
Date