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July 12, 1995

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

In re: OLIVEROS FLORIST, INC.

Dear Sirs:

Enclosed please find the original Articles of  
Incorporation of Oliveros Florest, Inc. for filing.  
Also enclosed please find my check in the amount of  
\$122.50 to cover the cost of filing.

Thank you for your assistance in this matter.

Very truly yours,

  
LAWRENCE G. LILLY

LGL/sl  
Enclosures

ST. AUGUSTINE  
TALLAHASSEE, FLORIDA

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FILED

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**ARTICLES OF INCORPORATION**  
**OF**  
**OLIVEROS FLORIST, INC.**

FILED  
JUL 14 1993  
ST. AUGUSTINE, FLORIDA  
CLERK OF DISTRICT COURT

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is OLIVEROS FLORIST, INC. and its principal place of business shall be located at 2505 Old Moultrie Road, St. Augustine, Florida 32086.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of these objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purpose of this corporation and any of them to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporate Law of this state.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100,000 shares of common stock at one cent (\$.01) par value, which shall be designated as "Common Shares."

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 850 Anastasia Boulevard, St. Augustine, Florida 32084, and the name of the initial registered agent of this corporation at that address is Lawrence G. Lilly, Attorney at Law.

#### ARTICLE VII - DIRECTORS

Initially, this corporation shall have One (1) Director who shall serve until his successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Angela S. Masters  
4079 Vermont Boulevard  
Elkton, Florida 32033

#### ARTICLE VIII - INCORPORATOR and OFFICERS

Mary Joelle Sutton shall serve as President until a new president is elected; John M. Sutton shall serve as Vice-President and Angela S. Masters shall serve as Secretary/Treasurer until new officers are elected. The name and address of the signing incorporator is:

Angela S. Masters  
4079 Vermont Boulevard  
Elkton, Florida 32033

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 11, 1995


  
Angela S. Masters, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

OLIVEROS FLORIST, INC., desiring to  
organize or qualify under the laws of the  
State of Florida, has named Lawrence G.  
Lilly, Attorney at Law, 850 Anastasia  
Boulevard, St. Augustine, Florida 32084,  
as its agent to accept service of process  
within Florida.

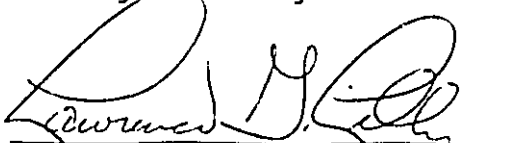
Dated: July 11, 1995

  
Angela S. Masters, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept  
service of process for the above stated corporation, at the  
place designated in this certificate, I hereby 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.

Dated: July 11, 1995

  
LAWRENCE G. LILLY  
Registered Agent

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