

1201 HAYS STREET

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PREFERRED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 645126 9706A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 20, 1995

ORDER TIME : 10:29 AM

500001542835

ORDER NO. : 645126

CUSTOMER NO: 9706A

CUSTOMER: Lisa A. Arnold, Legal Asst
LEVINE FRANK & EDGAR, P.A.

Suite 500
3300 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: SWF FLOWERS INCORPORATED

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS:

T. BROWN

JUL 20 1995

95 JUL 20 10:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SWF FLOWERS INCORPORATED

FILED
95 JUL 20 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be SWF FLOWERS INCORPORATED.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in the business of floral consulting, sales and the like;
2. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or

engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 3119 Spruce Avenue, West Palm Beach, Florida 33407-5151.

ARTICLE VI

Initial Registered Agent
and Office of Registered Agent

The street address of the initial registered office of the Corporation is Levine, Frank & Edgar, P.A., 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33410. The name of the Registered Agent at such address is Charles W. Edgar, III.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one. 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 original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Sheila Fredericks	3119 Spruce Street West Palm Beach, Florida 33407-5151

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is Charles W. Edgar, III, 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33410.

ARTICLE IX

Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be

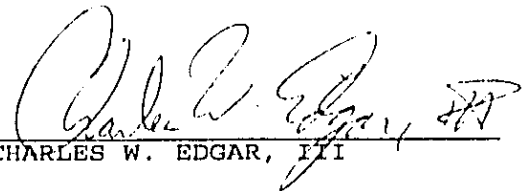
managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

Amendment

The Corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

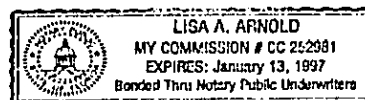
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 19 day of July, 1995.


CHARLES W. EDGAR, III

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

19 The foregoing instrument was acknowledged before me this day of July, 1995, by CHARLES W. EDGAR, III, who is personally known to me or produced _____ as identification and did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA



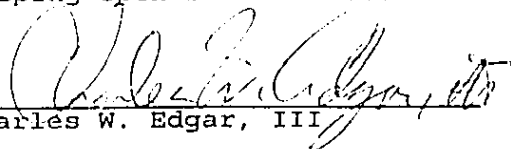
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
JUL 20 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following
submitted:

First -- That desiring to organize under the laws of the
State of Florida, with its principal office as indicated in the
foregoing Articles of Incorporation in the City of Palm Beach
Gardens, Florida, County of Palm Beach, State of Florida, the
corporation named in said articles has named Charles W. Edgar, III,
located at c/o Levine, Frank & Edgar, P.A., 3300 Palm Beach Gardens
Boulevard, Palm Beach Gardens, Florida 33410 as its agent to accept
service of process for the Corporation within this State.

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


Charles W. Edgar, III