

1200 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086



Handwritten: P1500081488

ACCOUNT NO. : 072100000032

REFERENCE : 715505 6162A

AUTHORIZATION :

Handwritten: Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : October 24, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 715505

500001618125

CUSTOMER NO: 6162A

CUSTOMER: Ms. Mary Ellen Norris-adams
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: STEMS WHOLESALE FLOWERS, INC.

XX 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: Karen B. Rozar

EXAMINER'S INITIALS:

Vertical stamp: DIVISION OF CORPORATION
95 OCT 24 PM 05

Vertical stamp: SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 OCT 24 PM 1:40

FILED

T. BROWN OCT 24 1995

ARTICLES OF INCORPORATION
OF
STEMS WHOLESALE FLOWERS, INC.

FILED
95 OCT 24 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STEMS WHOLESALE FLOWERS, INC. The mailing address of the corporation shall be 9427 Tradeport Drive, Orlando, Florida 32827.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

9427 Tradeport Drive
Orlando, Florida 32827

The name of the initial registered agent of this corporation at that address shall be:

Brett A. Kelly

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Brett A. Kelly	9427 Tradeport Drive Orlando, Florida 32827

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Brett A. Kelly	9427 Tradeport Drive Orlando, Florida 32827

ARTICLE VIII - BY-LAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 1995.

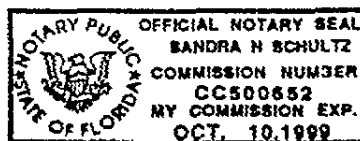

Brett A. Kelly
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on October 20, 1995, by Brett A. Kelly. The Incorporator has produced Drivers License as identification and did not take an oath.


Notary Public *10/24/95*

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of STEMS WHOLESALE FLOWERS, INC., I hereby accept and agree to act in this capacity.


Brett A. Kelly

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TALLAHASSEE, FLORIDA