

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

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JAN - 8 PM 12:41

AL JAN - 8 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	ATC		

WALK-IN Will Pick Up 1/8 12:00

RE: A Basket and Floral
Affair, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<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 File		
<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 Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

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

7000001681247
 -01/08/95--01008--014
 ***122.50 ***122.50

RECEIVED
 95 JAN - 8 PM 9:54
 DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

of

A BASKET AND FLORAL AFFAIR, INC.

96 JUN -3 PM 12:41

ARTICLE I. - NAME

The name of this corporation is A BASKET AND FLORAL AFFAIR, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

A. This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VII. - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 6340 Coopers Green Court, Orlando, Florida, 32819 and the name of the initial registered agent of this corporation is Anne Lampone, 6340 Coopers Green Court, Orlando, Florida, 32819.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 or more than fifteen. The names and addresses of the initial directors of this corporation are:

Anno Lampono

ARTICLE IX. - INCORPORATOR

The name and address of the person signing these articles are:

Anno Lampono
6340 Coopers Green Court
Orlando, Florida 32819

ARTICLE X. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

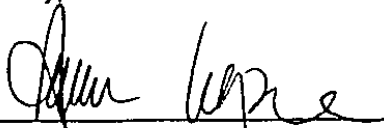
ARTICLE XII. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII. - 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 subscriber/incorporator has executed these Articles of Incorporation this 5 day of January, 1996.



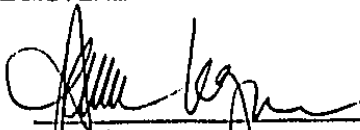
Anne Lampono
Subscriber/Incorporator (SEAL)

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NOTARY PUBLIC STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

96 JAN -8 PM 12:41

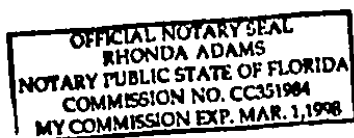
HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.



Anne Lampone
Registered Agent

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ANNE LAMPONE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

5th **IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this day of January, 1996.




Notary Public, State of Florida
Print Name: Rhonda Adams
My Commission Expires: