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January 23, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

3000001699823
-01/29/96--01015--003
*****70.00 *****70.00

RE: Incorporation of BRIARWOODS FLORIST INC.

Dear Sirs and Mesdames:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent fee	35.00
Total	<u>\$ 70.00</u>
	=====

EFFECTIVE DATE :

1-24-96

Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHARLES V. BARRETT III

Encls.
CVB\cld

JAN 31 1996 856

ARTICLES OF INCORPORATION
OF
BRIARWOODS FLORIST INC.

FILED
96 JAN 29 PM 2:46
CLERK OF STATE
TALLAHASSEE, FLORIDA
30

ARTICLE I - NAME

The name of this corporation is:

BRIARWOODS FLORIST INC.

EFFECTIVE DATE

1-24-96

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing and acknowledgment of these articles.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - 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 prices at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this corporation is 300 East Idlewild Avenue, Tampa, Florida 33604, and the name and address of the initial registered agent of this corporation is Brian Kenneth Woods at 300 East Idlewild Avenue, Tampa, Florida 33604. The above address, 300 East Idlewild Avenue, Tampa, Florida 33604, is the mailing address and the principal address for this corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one. The name(s) and address(es) of the initial board of directors of this corporation are:

Jay A. Bryson
300 East Idlewild Avenue
Tampa, FL 33604

Brian Kenneth Woods
300 East Idlewild Avenue
Tampa, FL 33604

ARTICLE VIII - INCORPORATOR

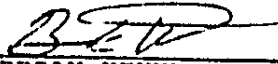
The name and address of the person signing these articles are:

Brian Kenneth Woods
300 East Idlewild Avenue
Tampa, FL 33604

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24th day of JANUARY, 1996. The undersigned hereby states he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.


BRIAN KENNETH WOODS
SUBSCRIBER AND
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

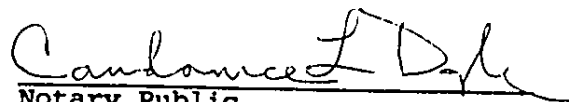
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared on this day BRIAN KENNETH WOODS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed these Articles of Incorporation for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of JANUARY, 1996.

My Commission Expires:



CANDANCE L. DOYLE
COMMISSION # 00498143
EXPIRES SEP 18, 1999
BONDED IN FLA
ATLANTIC BROS. CO., INC


Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

BRIARWOODS FLORIST INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, State of Florida, has named Brian Kenneth Woods, of 300 East Idlewild Avenue, City of Tampa, County of Hillsborough, State of Florida, as its registered agent to accept service of process within the 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 provision of said Act relative to keeping open said office. I am familiar with and I accept the obligations of the position of registered agent for the corporation.

By: 

BRIAN KENNETH WOODS
RESIDENT REGISTERED AGENT

