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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 085010 6250A
AUTHORIZATION : Patricia Pzyats
COST LIMIT : \$ 70.00

ORDER DATE : March 18, 1996
ORDER TIME : 11:23 AM
ORDER NO. : 085010

CUSTOMER NO: 6250A 000001747910

CUSTOMER: Ms. Shannon M. Roscini
BOND SCHOENECK & KING, P.A.
Suite 107
1167 Third Street South
Naples, FL 339407090

DOMESTIC FILING

NAME: PORTFOLIO FLOWERS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN
EXAMINER'S INITIALS: _____

3-19-96
TH

ARTICLES OF INCORPORATION
OF
PORTFOLIO FLOWERS, INC.

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TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is

PORTFOLIO FLOWERS, INC.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 3175 Green Dolphin Lane, Naples, Florida 33940. The mailing address of the Corporation is 3175 Green Dolphin Lane, Naples, Florida 33940.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 33940. The name of the initial registered agent at that address is David N. Sexton, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Twenty Thousand (20,000) shares of common stock, all of which shall have a par value of \$1.00. Such shares shall be divided into two (2) classes of stock as follows:

Class A - 10,000 common, voting stock, \$1.00 par value; and

Class B - 10,000 common, non-voting stock, \$1.00 par value.

Article 7. Initial Board of Directors

The initial board of directors shall consist of two (2) members. The names and addresses of the initial directors of the Corporation are:

Tommy H. Carter	3175 Green Dolphin Lane Naples, Florida 33940
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Edward Howard Forrest	P. O. Box 571, Main Street Highlands, North Carolina 28741
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Article 8. Incorporator

The name and address of the sole Incorporator is:

David N. Sexton	1167 Third Street South Suite 107 Naples, Florida 33940
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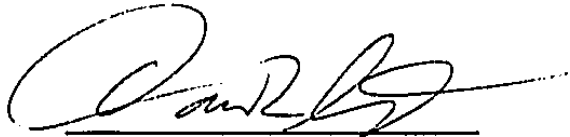
Article 9. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


In Witness Whereof, the undersigned has signed these Articles of Incorporation on this
14th day of March, 1996.



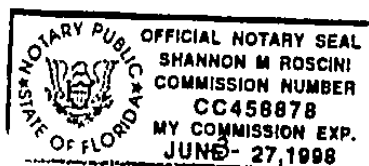
David N. Sexton

STATE OF FLORIDA :
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 14th day of March, 1996, by DAVID N. SEXTON, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public

My Commission Expires:



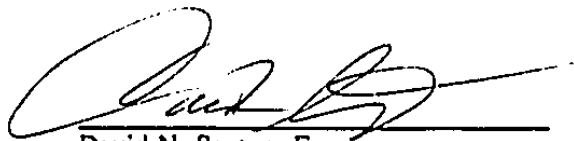
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PORTFOLIO FLOWERS, INC. , which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 14th day of March, 1996.


David N. Sexton, Esq.
Registered Agent