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(813) 461-1122

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**P9600030471**

March 29, 1996

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Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: BLUE IRIS FLOWERS & GIFTS, INC.**

Gentlemen:

I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$122.50, for the following:

Profit Corporation filing fee	\$35.00
Registered Agent designation	35.00
Certified copy	<u>52.50</u>

**TOTAL \$122.50**

Please return the certified copy to my office. In the event of any questions or problems, please call.

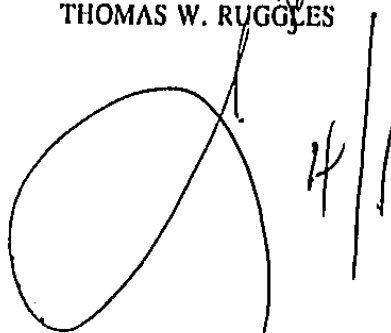
Very truly yours,



THOMAS W. RUGGLES

TWR/kas

Enclosures



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 APR - 1 PM 08

**ARTICLES OF INCORPORATION**  
**OF**  
**BLUE IRIS FLOWERS & GIFTS, INC.**

FILED  
SECRETARY OF CORPORATIONS  
96 APR - 1 PM 3:08

The undersigned subscriber-incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.**  
**Name of Corporation**

The name of the corporation shall be:

**BLUE IRIS FLOWERS & GIFTS, INC.**

**ARTICLE II.**  
**Nature of Business**

The general nature of the business to be transacted by this corporation is to own and operate a flower and gift business, and any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III.**  
**Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is one hundred (100) shares of Five Dollar (\$5.00) par value all of which shall have the same rights and privileges.

**ARTICLE IV.**  
**Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

**ARTICLE V.**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI.**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 800 East Bay Drive, Suite M, Largo, Florida 34640. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII.**  
**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 bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Paul D. Cooley  
800 East Bay Drive, Suite M  
Largo, Florida 34640

**ARTICLE VIII.**  
**Subscriber-Incorporator**

The name and the street address of the subscriber-incorporator of these Articles of Incorporation is:

Paul D. Cooley  
800 East Bay Drive, Suite M  
Largo, Florida 34640

**ARTICLE IX.**  
**Designation of Registered Agent**

The initial designation of the Registered Office of this corporation shall be 603 Indian Rocks Road, Belleair, Florida 34616, and the Registered Agent shall be THOMAS W. RUGGLES to accept service of process within this State until changed according to law.

**ARTICLE X.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

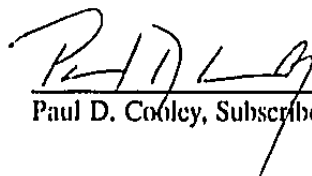
**ARTICLE XI.**  
**Commencement of Corporate Existence**

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

**ARTICLE XII.**  
**Pre-Emptive Rights**

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the subscriber-incorporator above named, has hereunto set his hand and seal this 27<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Paul D. Cooley, Subscriber-Incorporator

