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5/06/96  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCOUNTS  
((H98000000413))  
DIVISION OF CORPORATIONS  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
409 EAST PALMER STREET  
TALLAHASSEE, FL 32309  
FAX: (904) 922-4000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: FLORAL FANTASY, INC.  
FAX AUDIT NUMBER: H98000000413  
DATE REQUESTED: 05/06/1996  
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NUMBER OF PAGES: 7  
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLORAL FANTASY, INC.  
REF: W96000009708

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Lorie Poole  
Corporate Specialist

FAX Aud. #: H96000006413  
Letter Number: 496A00022217

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11  
11  
11

**ARTICLES OF INCORPORATION**

**OF**

**FLORAL FANTASY USA, INC.**

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit, under the corporate name stated in ARTICLE IX.

**ARTICLE I - PURPOSE**

The Corporation may engage in the business or profession stated in ARTICLE IX and in any other transaction or business permitted under the laws of the United States and of this State.

**ARTICLE II - DURATION**

The duration of this Corporation shall be perpetual. Corporate existence shall commence at the time stated in ARTICLE IX, provided that all of the requirements of law are met.

**ARTICLE III - REGISTERED OFFICE-AGENT**

The street address of the Registered Office and the name of its Registered Agent at said Address, shall be as stated in ARTICLE IX.

**ARTICLE IV - NUMBER OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors, if any, are stated in ARTICLE IX. The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

**ARTICLE V - INCORPORATORS AND DIRECTORS**

The name and address of each incorporator and the names and addresses of the members of the Board of Directors of this Corporation, are stated in ARTICLE VIII.

Jerome S. Levin, Esq.  
1680 Fruitville Road, Suite 102  
Sarasota, Florida 34236  
FL Bar #213594  
(941) 316-0111

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#### ARTICLE VI - INCORPORATION BY REFERENCE

Each of the POWERS stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation. In addition, the Corporation shall have all other powers as are now or hereafter conferred upon it by law.

#### ARTICLE VII - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its corporate name.
2. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
3. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
6. To lend money and use its credit to assist its officers and employees in accordance with law.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

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9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
  10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State.
  11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
  12. To make and alter By-Laws, not inconsistent with the Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.
  13. To make donations for the public welfare or for charitable, scientific or educational purposes.
  14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
  15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
  16. To be a promoter, incorporator, partner, member, or associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
  17. To have and exercise all powers necessary or convenient to effect its purposes.

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**ARTICLE VIII - NAMES AND ADDRESSES OF INCORPORATOR  
AND INITIAL BOARD OF DIRECTORS**

**Name/Address**

**Initial Incorporator:** Sue Ann Levin, 1680 Fruitville Road, Suite 102, Sarasota, Florida  
34236

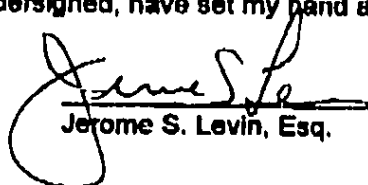
**Initial Director:** Sue Ann Levin, 1680 Fruitville Road, Suite 102, Sarasota, Florida  
34236

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# ARTICLE IX - INDEX

- |      |  |   |
|------|--|---|
| (1)  | Floral Fantasy USA, Inc.   | (Name)  |
| (2)  | 1880 Fruitville Road<br>Suite 102<br>Sarasota, Florida 34236     | (Principal Office and Mailing Address)          |
| (3)  | Any and all lawful activities<br>or business permitted under law | (Specific Business or Licensed<br>Professional) |
| (4)  | Upon filing with the Secretary<br>of State                       | (Commencement of Corporate<br>Existence)        |
| (5)  | Jerome S. Levin, Esq.  | (Name: Registered Agent)                        |
| (6)  | 1880 Fruitville Road<br>Suite 102<br>Sarasota, Florida 34236     | (Address: Registered Agent)                     |
| (7)  | One (1)  | (# Initial Director(s))                         |
| (8)  | One Thousand (1,000)   | (# of Authorized Shares)                        |
| (9)  | \$0.00 per share   | (Par Value)                                     |
| (10) | One-Common   | (Class of Stock)                                |

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation.

  
Jerome S. Levin, Esq.

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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instruments was acknowledged before me this 8th day of May, 1998, by JEROME S. LEVIN, ESQ. who is personally known to me or who has produced \_\_\_\_\_ as identification.

Gayla M. Coody  
Notary Public Signature

Gayla M. Coody  
Notary Public Name Printed

My Commission expires:

GAYLA M. COODY  
Notary Public, State of Florida  
My Comm. Expires April 30, 1999  
Commission No. 00000000

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STATE OF FLORIDA  
DEPARTMENT OF STATE

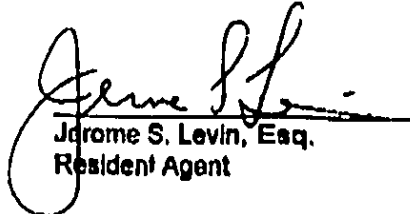
Certificate Designating Place of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon Whom Process May Be Served

The following is submitted, in compliance with Chapter 40.091, Florida Statutes:

**FLORAL FANTASY USA, INC.**

a corporation organized (or organizing) under the laws of the State of Florida  
with its principal office at 1680 Fruitville Road, Suite 102, in the County of Sarasota,  
State of Florida, has named Jerome S. Levin, Esq. of 1080 Fruitville Road, Suite 102,  
the County of Sarasota, State of Florida, as its agent to accept service of process within  
this State.

I agree as Resident Agent to accept Service of Process; to keep office open  
during prescribed hours; to post my name (and any other officers of said corporation  
authorized to accept service of process at the above Florida designated address) in  
some conspicuous place in office as required by Law.

  
Jerome S. Levin, Esq.  
Resident Agent

FILED  
MAY 11 2009  
11:36 AM  
TALLAHASSEE

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