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BRUCE W. FLOYD
ATTORNEY AT LAW
840 W. NEW YORK AVENUE
DELAND, FLORIDA 32720
PHONE (904) 738-6000

August 6, 1996

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Florida Follage and Flowers, Inc.

600001918886
-08/09/96--01081--005
***122.50 ***122.50

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced company. Please file the original in your offices and certify and return to me one (1) certified copy.

I am enclosing my check in the amount of 122.50 covering:

\$ 35.00 ----- Filing fee for Articles of Incorporation
\$ 35.00 ----- Certificate Designating Registered Agent
\$ 52.00 ----- Certified copy
=====

\$ 122.50 Total

Thanking you for your assistance, I remain

Very truly yours,

Bruce W. Floyd, Esq.

Bruce W. Floyd, Esq.

BWF/gr
Encl: as

BRUCE FLOYD GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. VI
DATE 8-13-96
DOC. EXAM Ke

FILED
96 AUG -9 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-13-96
Ke

**ARTICLES OF INCORPORATION
OF
FLORIDA FOLIAGE and FLOWERS, INC.**

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26 AUG -9 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Florida Foliage and Flowers, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as it now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder shall have a ninety (90) day right of first refusal to purchase any new stock of this corporation at the price at which it is offered to others unless such right is waived in writing.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 840 West New York Ave. - Suite A, DeLand, Florida, and the name of the initial registered agent of this corporation at that address is Bruce W. Floyd, Esquire.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The principal office at this time is: P.O. Box 756, DeLeon Springs, Florida 32130.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than One (1) Director nor more than Five (5). The name and address of the Initial Board of Directors of this corporation is:

NAME	ADDRESS
Larry L. Loadholtz	P.O. Box 756 DeLeon Springs, Florida 32130

ARTICLE VIII - INCORPORATORS

The Name and address of the Incorporator(s) signing these articles is:

NAME	ADDRESS
Larry L. Loadholtz	P.O. Box 756 DeLeon Springs, Florida 32130
Joyce W. Loadholtz	P.O. Box 756 DeLeon Springs, Florida 32130

ARTICLE IX - INDEMNIFICATION

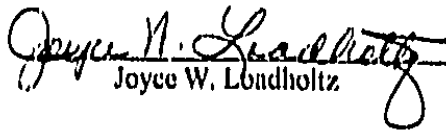
The corporation shall indemnify any Officer or Director, or any former officer or directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of August, 1996.

 (Seal)
Larry L. Loadholtz

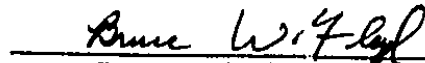

Joyce W. Loadholtz

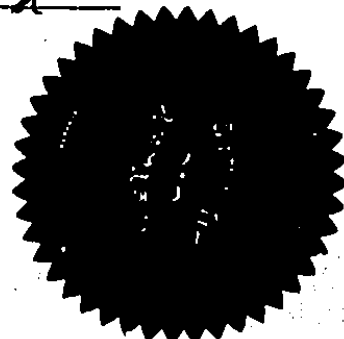
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned Notary Public, personally appeared LARRY L. LOADHOLTZ and JOYCE W. LOADHOLTZ, to me well known to be the individual(s) described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above on this 6th day of August, 1996.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____


Bruce W. Floyd,
Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
CLARK-9 11 2 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

- [1.] The name of the corporation is Florida Follage and Flowers, Inc.,
- [2.] The name and address of the registered agent and office is:

Bruce W. Floyd, Esq.,
840 West New York Avenue,
DeLand, Florida 32720

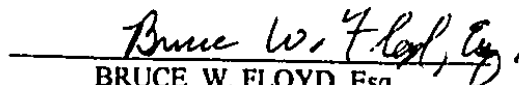

Larry L. Loadholtz

Title: Director

Dated: August 6th, 1996

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

Signed at Deland, Florida on this 6th day of August, 1996.


BRUCE W. FLOYD, Esq.
Registered Agent