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LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW
105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
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FRANK G. FINKBEINER

September 23, 1996

FILED
96 SEP 26 PM 4:34
DWAIN KARR
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

RE: MASTERPIECE FLORAL GALLERY, INC.

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 52.50
Registered Agent Fee..... 35.00
TOTAL ENCLOSED.....\$122.50

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encls.

nc SEP. 27 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1996

JOSEPH SHARLEY
GTD DELIVERY SERVICE, INC.
P.O. BOX 593270
ORLANDO, FL 32859-3270

The name MASTERPIECE FLORAL GALLERY, INC. has been reserved for 120 days beginning September 9, 1996. The reservation number is R96000004270 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 396A00041825

ARTICLES OF INCORPORATION
OF
MASTERPIECE FLORAL GALLERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is MASTERPIECE FLORAL GALLERY, INC.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1,000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is 2317 Cross Lake Road, Orlando, FL 32809, and the name of the registered agent of this corporation is Frank G. Finkbeiner, Attorney, 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

JOSEPH J. SHARLEY

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JOSEPH J. SHARLEY
2317 Cross Lake Road
Orlando, FL 32809

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

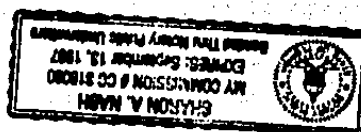
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23 day of September, 1996.


JOSEPH J. SHARLEY
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of September, 1996, by JOSEPH J. SHARLEY, Incorporator of MASTERPIECE FLORAL GALLERY, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced as identification.


Notary Public-State of Florida
My commission expires:



ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT

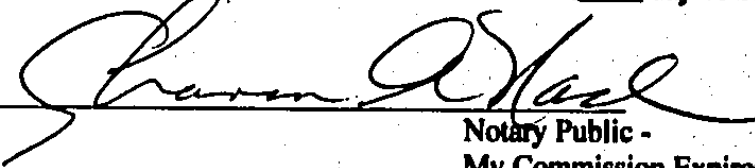
I HEREBY CERTIFY that I accept the designation of Registered Agent of
MASTERPIECE FLORAL GALLERY, INC.


FRANK G. FINKBEINER

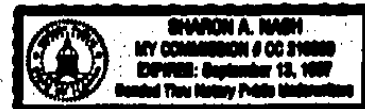
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared FRANK G.
FINKBEINER, well known to me to be the person described herein and who certified before
me that he accepts the designation of Registered Agent of this Corporation.

SWORN TO and subscribed before me this 23 day of September, 1996.



Notary Public -
My Commission Expires:



**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

FRANK G. FINKBEINER, Attorney, is hereby designated as Registered Agent for MASTERPIECE FLORAL GALLERY, INC., a corporation formed and existing under the laws of the State of Florida.

The designated registered office of Frank G. Finkbeiner, Attorney, is 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

DATED this 23 day of September, 1996.

MASTERPIECE FLORAL GALLERY,
INC.

BY:


JOSEPH J. SHARLEY, Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared the undersigned, JOSEPH D. SHARLEY, who upon being first duly sworn, deposes and says that he is the Director of MASTERPIECE FLORAL GALLERY, INC., and that he has read the above and that the same is true and correct to the best of his knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 23 day of September, 1996.


Notary Public -

My Commission Expires:

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

