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4810 CENTRAL AVENUE
TAMPA, FL 33603

September 30, 1996

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

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-10/03/96--01046--007
****122.50 ****122.50

RE: THE LITTLE SHOP OF FLOWERS, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned. Also enclosed is our trust check number 3049 in the amount of \$122.50 to cover the cost of filing and certified copies of the corporation.

If you should have any questions or need any further information, please do not hesitate to contact our office.

Sincerely,

Diane L. Nichols

Diane L. Nichols
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:44

Enclosures

af 10/8/96

ARTICLES OF INCORPORATION

OF

THE LITTLE SHOP OF FLOWERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I:

The name of the corporation is: **THE LITTLE SHOP OF FLOWERS, INC.**

ARTICLE II:

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III:

This corporation is authorized to issue 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI:

The street address of the initial principal office of this corporation is: **4326 CLARK AVENUE SOUTH, TAMPA, FLORIDA 33611**

ARTICLE VII:

The registered Agent for this corporation authorized by law to accept service of process is: **RICHARD L. HARDIN, 4326 CLARK AVENUE SOUTH, TAMPA, FLORIDA 33611.**

ARTICLE VIII:

This corporation shall have one director initially. The number may either be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are:

RICHARD L. HARDIN 4326 CLARK AVENUE SOUTH, TAMPA, FLORIDA 33611

ARTICLE IX:

The names and address of the persons signing these **ARTICLES OF INCORPORATION** ARE:

RICHARD L. HARDIN 4326 CLARK AVENUE SOUTH, TAMPA, FLORIDA 33611

ARTICLE X:

This corporation shall have perpetual existence.

ARTICLE XI:

This corporation reserves the right to amend or repeal any provision contained in these **ARTICLES OF INCORPORATION**, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these
ARTICLES OF INCORPORATION, on this 27 day of Sept,
1996.

Richard L. Hardin
RICHARD L. HARDIN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared,
RICHARD L. HARDIN known to me and known by me to be the person who
executed the foregoing ARTICLES OF INCORPORATION and he executed
those ARTICLES OR INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, on this 27 day
of Sept, 1996.

George A. DuFour
NOTARY PUBLIC

Print Name: George A. DuFour

STATE OF FLORIDA AT LARGE

My Commission Expires:



George A. DuFour
MY COMMISSION # CC66479 EXPIRES
June 13, 2000
BONDED THRU TRICY FARM INSURANCE, INC.

REGISTERED AGENT, DESIGNATION AND ACKNOWLEDGEMENT

THAT THE LITTLE SHOP OF FLOWERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, at 4326 Clark Avenue South, Tampa, Florida 33611 in the State of Florida has named **RICHARD L. HARDIN** of 4326 Clark Avenue South, Tampa, Florida 33611, telephone number (813) 837-4241, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions relative to keeping open said office.



RICHARD L. HARDIN

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SECRETARY OF STATE
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