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October 1, 1996

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

900001966929  
-10/08/96--01020--014  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: Irene's Flowers, Inc.

I enclose the original Articles of Incorporation for Irene's Flowers, Inc., that were signed today together with my Trustee check number 9735 in the sum of \$122.50 to cover your fees.

I was told it was not necessary to have a Consent to Use Name signed by Irene's Florist, Inc., but I had had one prepared and signed, which is also enclosed.

Please send the certified copy of the Articles of Incorporation to this office.

Thank you very much.

Very truly yours,

*Allen K. McCormick* @  
Allen E. McCormick

AKM/mm  
Enclosures

Signed for Mr. McCormick in his absence  
to prevent delay in mailing.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -7 PM 12:48

*g 10/10/96*

**CONSENT TO USE OF NAME**

IRENE'S FLORIST, INC. hereby consents to the formation of a Florida Corporation by Debbera K. Munson and Gary Eugene Munson using the name IRENE'S FLOWERS, INC.

Dated this 1st day of October, 1996

Irene's Florist, Inc.

by: Hermine L. Hoover  
Hermine L. Hoover, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -7 PM 12:18

EFFECTIVE DATE

10/1/96

ARTICLES OF INCORPORATION  
OF

IRENE'S FLOWERS, INC.

FILED  
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DIVISION OF CORPORATIONS

96 OCT -7 PM 12:40

ARTICLE I  
NAME

The name of this corporation shall be IRENE'S FLOWERS, INC.

ARTICLE II  
PURPOSE

1. To engage in, transact and operate a general mercantile business, both wholesale and retail, without restriction as to location, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets and other containers, and such kindred lines as may appertain to the same.

2. To do all such other and further things as may be necessary and expedient to be done for the successful transaction of any business that this corporation may be allowed and authorized to carry on and to conduct.

3. This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

4. The foregoing clauses are to be considered both as objects and powers and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Florida Statutes, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III  
CAPITAL STOCK

The capital stock of the corporation shall consist of 5000 shares of common stock with a par value of \$1.00 per share. Such stock may be paid for in cash or property, labor or services at a just valuation to be fixed hereon by the incorporator of this corporation. Such stock shall possess and exercise exclusive voting rights. The stockholders of the corporation may from time to time issue the authorized stock of the corporation or any part

hereof for such consideration as it may be deemed fairly equivalent to or in excess of the par value thereof. The common stock issued shall be "Fully paid and Nonassessable."

The stockholders may provide by an agreement among themselves for any limitation upon the transferability or assignment of the common stock of the corporation which may be reasonable and lawful and the conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of common stock of the corporation.

#### ARTICLE IV INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is \$500.00.

#### ARTICLE V COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin at the time of subscription and acknowledgment of these Article of Incorporation and the corporation shall have perpetual existence unless sooner dissolved by law.

#### ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located at 2844 Curry Ford Road, Orlando, FL 32806, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary.

#### ARTICLE VII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This corporation will have no directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### ARTICLES VIII ~~REGISTERED OFFICE AND AGENT~~

The street address of the initial registered office of this corporation is 2844 Curry Ford Road Orlando, Florida 32806, and the name of the initial registered agent of this corporation at that address is Debbera K. Munson.

ARTICLE IX  
SUBSCRIBERS

The name and post office address of the subscribers to the capital stock of the corporation and the number of shares they agree to take is as follows:

Debbera K. Munson  
1215 Stevens Avenue  
Orlando, FL 32806

250 shares

Gary Eugene Munson  
1215 Stevens Avenue  
Orlando, FL 32806

250 shares

ARTICLE X  
POWERS

In furtherance, but not in limitation of the powers conferred by statute, the corporation shall have and may exercise powers as follows:

1. If the bylaws so provide, the corporation shall have powers to hold meetings, either within or without the State of Florida, to have one or more offices in addition to the principal office in Florida and to keep the books of the corporation (subject to the provision of the statute) outside the State of Florida, at such places as may from time to time be designated by it.

2. Meetings of the stockholders may be held upon such notice thereof as may be set forth in the bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder from waiving notice of any meeting in such manner as may be provided by the statutes of the State of Florida and the bylaws of the corporation consistent therewith.

3. It shall not be necessary for any officer of the corporation other than the president to be a stockholder.

4. The annual meeting of the stockholders shall be held on such a day as may be fixed by the bylaws of the corporation and the date of such meeting may be changed from time to time as the bylaws may provide; and the manner of calling meetings of stockholders shall be fixed by the bylaws.

We, the undersigned, being the original subscribers and resident agent of the capital stock of IRENE'S FLOWERS, INC., as herein set forth, do make and file this certificate, hereby declaring and certifying the facts stated herein are true.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of October, 1996.

Debera K. Munson  
DEBBERA K. MUNSON

Gary Eugene Munson  
GARY EUGENE MUNSON

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned officer, duly authorized to take acknowledgments, personally appeared, DEBBERA K. MUNSON and GARY EUGENE MUNSON as subscribers, and DEBBERA K. MUNSON as resident agent, to me known to be the persons described in and who executed the above Article of Incorporation of IRENE'S FLOWERS, INC., and it having been made known to them the contents of said instrument, they severally acknowledged before me that they signed the same for the purposes expressed therein.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of October, 1996.

Margaret K. McCormick  
NOTARY PUBLIC

MARGARET K. McCORMICK  
Notary Public, State of Florida  
My comm. expires Jan. 2, 2000  
CC No. 522171

**IRENE'S FLOWERS, INC.**  
**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 1st day of October, 1996.

Debera K. Munson  
DEBBERA K. MUNSON  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -1 PM 12:10