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TRANSMITTAL LETTER

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

300002024543--4
-12/10/96--01080--002
*****70.00 *****70.00

SUBJECT: Winter Garden Florists, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM: Ballantyne Accounting Services, Inc.
Name
903 N. Pine Hills Road
Address
Orlando, FL 32808
City, State, & Zip
(407) 298-0122
Telephone Number

FILED
96 DEC -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

12-11-96
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96 DEC -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

I

The name of the Corporation is: WINTER GARDEN FLORISTS, INC. address of the Corporation's principal office is:

P O BOX 560193
MONTEVERDE, FL 34756

II

The duration of the Corporation is perpetual.

III

The purposes for which the Corporation is organized are:

1. TO SELL FLOWERS AND OTHER ARRANGEMENTS, DISH GARDENS AND OTHER ASSORTED ITEMS CONSISTENT WITH FLORIST ACTIVITIES.
2. TO TRANSACT ANY OTHER BUSINESS THAT CORPORATIONS MAY LAWFULLY TRANSACT UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS (ONE THOUSAND). SUCH SHARES SHALL BE OF A SINGLE CLASS AND SHALL HAVE A PAR VALUE OF 1 DOLLAR (\$1.00) PER SHARE.

V

The initial Officer and the address of the Corporation are:

TINA L. ALDRICH
P O BOX 560193
MONTEVERDE, FL 34756

VI

The street address of the initial registered office of the Corporation is:

141 W. PLANT STREET
WINTER GARDEN, FL 34787

VII

The name of the initial Registered Agent is:

TINA L., ALDRICH

VIII

The number of directors constituting the initial Board of Directors of the Corporation are TWO (2). The name and address of the persons who are to serve members of the initial Board of Directors is:

TINA L. ALDRICH
P O BOX 560193
MONTEVERDE, FL 34756

THOMAS R. ALDRICH
P O BOX 560193
MONTEVERDE, FL 34756

IX

The name and address of each Incorporator is:

TINA L. ALDRICH
P O BOX 560193
MONTEVERDE, FL 34756

Executed by the undersigned at Orlando, Fl on the 5th
day of DECEMBER, 1996.

Tina L. Aldrich

TINA L. ALDRICH

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority duly authorized in the
State and County aforesaid, personally appeared TINA L. ALDRICH
known to be the person described as the subscriber and who executed the
forgoing Articles of Incorporation and that it is true and correct to
the best of my knowledge.

Dated this 5th day of DECEMBER, 1996.

Linda F. Freeman
Notary Public



LINDA F. FREEMAN
My Commission C0379993
Expires Jun. 27, 1998
Bonded by HAI
800-422-1858

ACCEPTANCE BY REGISTERED AGENT

I, TINA L. ALDRICH, agree to accept the designation of Registered Agent for WINTER GARDEN FLORISTS, INC. as the Registered Agent, I agree to accept service of Process and to comply with all the other requirements of the Florida Statutes, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 5th day of DECEMBER, 1996.

Tina L. Aldrich
TINA L. ALDRICH

Sworn to and subscribed before me this 5th day of DECEMBER 1996.

Linda F. Freeman
Notary Public



LINDA F. FREEMAN
My Commission 00370000
Expires Jun 27, 1999
Bonded by HAW
800-422-1525

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA