PAWWOOO99970 TRANSMITTAL LETTER

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

963

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

CUD ICCT.	Winter Garden Florists, Inc.
SUBJECT:	(proposed corporate name)
Enclosed ple above corpo	case find an original and one (1) copy of the articles of incorporation for the ration and check in the amount of $\frac{70.00}{}$.
FROM:	Ballantyne Accounting Services, Inc. Name 903 N. Pine Hills Road Address Orlando, F1 32808 City, State, & Zip (407) 298-0122 Telephone Number

96 DEC -9 AH II: 54
SECRETARY OF STATE

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

12,11 XF



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

ΙI

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.
- 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.

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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:

aldrich

TINA L. ALDRICH P 0 BOX 560193 MONTEVERDE, FL 34756

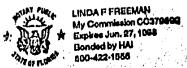
Executed by the undersigned at Orlando, Fl on the 546 day of DECEMBER, 1996.

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 5/L day of DECEMBER, 1996.

Notary Public



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 5 H day of DECEMBER, 1996.

Jua L. aldrich

Sworn to and subscribed before me this ______ day of DECEMBER 1996. A

Notary Public

LINDAP FREEMANI
My Commission @6975388
Expires Juni 27, 1888
Bonded by HAR
800-422-1555

FILED
96 DEC -9 AN II: 54
SECRETARY OF STATE