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SALTER, FEIBER, YENSER & MURPHY, P.A.

POST OFFICE DRAWER 1589
GAINESVILLE, FLORIDA 32602-1589

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January 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

500002067995--2
-01/24/97--01080--016
****122.50 ****122.50

In re: The Rose Petal-er, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced corporations.

Also enclosed please find this firm's checks in the amount of \$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	52.50
	<u>\$122.50</u>

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

Michelle K. Womble
Michelle K. Womble
Legal Assistant to
Melissa Jay Murphy

/mkw
Enclosures

97 JAN 24 PM 3:34
TALLAHASSEE
FLORIDA

BH
1/29/97

ARTICLES OF INCORPORATION
OF
THE ROSE PETAL-ER, INC.

FILED
97 JAN 24 PM 3:34
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I
NAME OF CORPORATION

1.01 **NAME.** -- The name of this corporation shall be **THE ROSE PETAL-ER, INC..**

ARTICLE II
GENERAL NATURE OF BUSINESS

2.01 **POWERS.** -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III
STOCK

3.01 **NUMBER.** -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 1000 shares and having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS OF CORPORATION AND REGISTERED AGENT

6.01 **PRINCIPAL OFFICE.** -- The street address of the principal office of the proposed corporation in the State of Florida is 13327 West Newberry Road, Gainesville, FL 32606. The mailing address of the corporation is 13327 West Newberry Road, Newberry, FL 32669.

6.02 **RELOCATION.** -- The Board of Directors may from time to time move the principal office to any other address in Florida.

6.03 **REGISTERED AGENT.** -- The initial registered agent of the corporation is Troy Seay and his business office and address is 13327 West Newberry Road, Newberry, FL 32669.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

9.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

NAME

ADDRESS

Troy Seay

P.O. Box 7153
Gainesville, FL 32605

Justin Davis Green

20232 NW 62nd Avenue
Alachua, FL 32615

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintoforesaid named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

21 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1997.

Troy Seay (SEAL)
TROY SEAY

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 21 day of January, 1997, by TROY SEAY, the Incorporator, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
- (X) produced a current Florida Driver's license as identification.
- () produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 488451
EXPIRES Aug. 6, 1999

Michelle K. Womble
Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number:

CERTIFICATE OF REGISTERED AGENT

FILED

I HEREBY accept designation of registered agent for
THE ROSE PETAL-ER, INC., and hereby agree to fulfill the
obligations thereof.

JAN 24 PM 3:34
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereto set my hand and seal
this 21 day of January, 1997.

Troy Seay
TROY SEAY

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this ____
day of January, 1997, by TROY SEAY, Registered Agent, who
executed the foregoing Certificate of Registered Agent, and he
acknowledged before me that he executed the same for the purposes
therein expressed. Such person(s):

- () is/are personally known to me.
(X) produced a current Florida Driver's license as
identification.
() produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 488451
EXPIRES Aug. 8, 1999

Michelle K. Womble
Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number: