

P970000019360

Russell S. Koss

Attorney-at-Law

1750 Bern Creek Loop
Sarasota, Florida 34240-8766
(941)-379-6955

97 FEB 24 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 1997

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

700002095837--0
-02/24/97--01117--011
*****78.75 *****78.75

Re: Filing Articles of Incorporation for Jeannie's Garden, Inc.

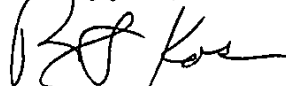
Dear Sir or Madam:

Enclosed please find for filing the Articles of Incorporation for Jeannie's Garden, Inc. a for profit corporation, with the attached Designation of Registered Agent, and Acceptance by Registered Agent. A duplicate thereof is also enclosed.

A check in the amount of \$78.75 is also enclosed to cover \$35 registered agent fee, \$35 filing fee and \$8.75 for the Certificate of Status.

Thank you for your help in this matter.

Sincerely yours,



Russell S. Koss, Esq.

PK
2/2/97

ARTICLES OF INCORPORATION

FOR

JEANNIE'S GARDEN, INC.

FILED

97 FEB 24 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the incorporator, does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit under and by virtue of Chapter 607, Florida Statutes, as amended, and does in furtherance thereof set forth:

ARTICLE I--NAME

The name of this corporation shall be Jeannie's Garden, Inc.

ARTICLE II--PURPOSE

The general purpose of this corporation shall be to engage in the retail sale of silk flowers and creations, as well as related gifts and accessories, and all such other purposes as shall be permitted by the laws of the State of Florida.

ARTICLE III--EXISTENCE

This corporation shall exist perpetually, until dissolved in accordance with Florida law.

ARTICLE IV--INITIAL OFFICE

The street address of the initial principal office shall be 1750 Bern Creek Loop, Sarasota, Florida 34240-8766.

ARTICLE V--AUTHORIZED SHARES

The authorized shares shall be One-Thousand shares of \$1.00 par value common stock.

ARTICLE VI--PREEMPTIVE RIGHTS

There shall be no preemptive rights granted to any shareholder of this corporation.

ARTICLE VII-- DIRECTORS

The number of directors of the corporation who shall be responsible for governing its affairs shall be two, and the initial directors and their addresses are:

Russell S. Koss

1750 Bern Creek Loop
Sarasota, Florida 34240-8766

Jean M. Koss

1750 Bern Creek Loop
Sarasota, Florida 34240-8766

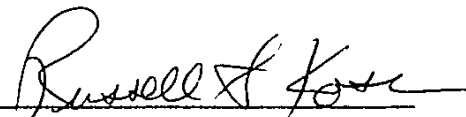
ARTICLE VIII--INCORPORATOR

The incorporator is Russell S. Koss whose address is 1750 Bern Creek Loop, Sarasota, Florida 34240-8766.

ARTICLE IX--INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 1750 Bern Creek Loop, Sarasota, Florida, 34240-8766, and the initial registered agent is Russell S. Koss, who indicates his acceptance of office as set forth below.

IN WITNESS WHEREOF the undersigned incorporator has set his hand and seal on this the 21 day of February, 1997.


Russell S. Koss

ACKNOWLEDGMENT

FILED

97 FEB 24 PM 1:15

State of Florida
County of Manatee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me the undersigned authority personally appeared Russell S. Koss who is personally known to me and acknowledged in my presence that he signed the foregoing instrument as incorporator on the day month and year herein set forth.

Signature of Notary: Steven H. Jain
Printed Name: STEVEN H. JAIN
Commission Expires: 6/12/99
Date of Execution: 2/21/97

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Russell S. Koss does hereby accept his designation as registered agent of Jeannie's Garden, Inc. and does further state that he is fully familiar with all the obligations of that position and will faithfully carry them out on behalf of the corporation.



STEVEN H. JAIN
My Comm. Exp. 6/12/99
Bonded By Service Ins
No. CC471356
I [Signature] My Name [Signature] I.D.

Russell S. Koss

Russell S. Koss, Registered Agent