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FOURNIER & PRETSCHNER, P.A.

ATTORNEYS AT LAW

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22 SOUTH TUTTLE AVENUE

SARASOTA, FLORIDA 34237

ROBERT M. FOURNIER  
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TELEPHONE  
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FACSIMILE No.  
(941) 066-0492

April 1, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 5327  
Tallahassee, Florida 32314

Re: PALM AVENUE FLOWERS & GIFTS, INC.

100002133731--5  
-04/04/97--01061--007  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed are an original and duplicate original of the Articles of Incorporation for PALM AVENUE FLOWERS & GIFTS, INC., a Florida corporation. Please file these Articles of Incorporation and return a Certified Copy to our office.

Also enclosed is our check in the amount of \$122.50, constituting the filing fee and certified copy charge.

Please do not hesitate to contact this office should you have any questions.

Sincerely,

Robert M. Pretschner

RMP/lg  
enclosures

APR 07 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PALM AVENUE FLOWERS & GIFTS, INC.  
A Florida Corporation

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
NAME

The name of this Corporation is PALM AVENUE FLOWERS & GIFTS, INC., a Florida corporation.

Article II  
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III  
NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

Article IV  
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with

real or personal property or any interest therein, wherever situated.

- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Principal Office and Mailing Address

The principal office address of this corporation shall be:

1270 N. Palm Avenue  
Sarasota, FL 34236

and the mailing address shall be:

1270 N. Palm Avenue  
Sarasota, FL 34236

ARTICLE VI

Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of common stock.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 22 South Tuttle Avenue, Suite 4, Sarasota, Florida 34237, and the name of the initial Registered Agent of this Corporation at that address is Robert M. Pretschner, Esq.

**ARTICLE VIII**  
**Directors**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than two (2) Directors and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until her successors are duly elected and qualified is:

Frank Grieco  
97 Phillippi Shores Drive  
Sarasota, FL 34231

Joyce Levatino  
97 Phillippi Shores Drive  
Sarasota, FL 34231

**ARTICLE IX**  
**Subscriber**

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<b>NAME</b>	<b>ADDRESS</b>
Frank Grieco	97 Phillippi Shores Drive Sarasota, FL 34231

**ARTICLE X**  
**Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI  
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XIV  
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV  
Amendment


These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 1<sup>ST</sup> day of APRIL, 1997.

  
FRANK GRIECO

STATE OF FLORIDA )  
COUNTY OF SARASOTA )


The foregoing instrument was acknowledged before me this 1<sup>ST</sup> day of APRIL, 1997, by FRANK GRIECO, who is personally known to me or who produced DRIVERS as identification.

  
Notary Public Signature  
Printed Name Robert M. Pretschner  
My commission expires:



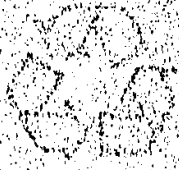
ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
\_\_\_\_\_  
Robert M. Pretschner  
Registered Agent

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91 APR -11 AM 9:21  
SECRETARY OF FLORIDA

RECYCLED PAPER



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