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SPECIAL COUNSEL  
CYNTHIA L. NEDER

May 23, 1997

**VIA FEDERAL EXPRESS**

**P97000047539**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

600002191796--2  
-05/27/97--01100--005  
\*\*\*\*122.50 \*\*\*\*122.50


Re: Floral Productions, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate designating the registered agent for Floral Productions, Inc., together with our check in the amount of \$122.50. Would you please file the original and return the certified copy to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
Thomas R. Harbert

TRH/slm

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 3:02

RP  
6-30-97

97 MAY 27 PM 3:02

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORAL PRODUCTIONS, INC.**

**ARTICLE I**

The name of this Corporation is Floral Productions, Inc.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 7512 Dr. Phillips Boulevard, #50-261 Orlando, Florida 32819. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Thomas R. Harbert, Esquire.

#### ARTICLE V

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Directors are:

<u>Name</u>	<u>Address</u>
Kerry Kraus	7512 Dr. Phillips Boulevard #50-261 Orlando, Florida 32819
William Linde, IV	7512 Dr. Phillips Boulevard #50-216 Orlando, Florida 32819
Carol A. Zanolini	7512 Dr. Phillips Boulevard #50-261 Orlando, Florida 32819

#### ARTICLE VI

The name and address of the subscriber is Thomas R. Harbert, Esquire, Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of


certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: May 23, 1997.

  
THOMAS R. HARBERT

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on May 23, 1997, by THOMAS R. HARBERT, ESQUIRE, as incorporator of FLORAL PRODUCTIONS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

  
Name: Susan L. Mohler  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

August 23, 2000



SUSAN L. MOHLER  
My Commission CC880252  
Expires Aug. 23, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS


97 MAY 27 PM 3:02

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FLORAL PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orlando, Orange County, State of Florida, has named Thomas R. Harbert, Esquire as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
THOMAS R. HARBERT, ESQUIRE  
(Registered Agent)