

KEVIN PALLEY, P.A.

P97000071261

August 11, 1997

Florida Department of State  
Secretary of State  
Division of Corporations  
George Firestone Bldg.  
400 E. Gaines St.  
Tallahassee, FL 32399

97 AUG 15 AM 10:50

TALLAHASSEE, FLORIDA

Attorney At Law  
907 S.E. 3rd Ave.  
Ocala, FL 34471-3709  
(352) 402-0899

RE: INCORPORATION

To Whom It May Concern:

Please file the enclosed incorporation documents. \$123.50 check payable to the Secretary of State is enclosed. Please return a certified copy of the incorporation to the address at 907 SE 3rd Ave., Ocala, FL 34471.

Thank you for your attention and assistance.

Sincerely,

Kevin Palley  
for Kevin Palley, P.A.

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-08/15/97--01104--001  
\*\*\*\*123.50 \*\*\*\*123.50

BK 8/18/97

ARTICLES OF INCORPORATION  
OF  
HYACINTH'S BOUQUET, INC.

FILED  
97 MAR 15 AM 10:50  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be HYACINTH'S BOUQUET, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual duration.

ARTICLE III - PURPOSE

This Corporation may engage in the business of retail sales, holding company for businesses doing retail sales and/or any other business activity as outlined by bylaws or as permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of single class common stock at no par value to no more than 10 people and issued and transferrable only to natural citizens or resident aliens. The initial stock offering of 100 shares: 50 shares shall be held by DORIS BOSTICK and 50 shares shall be held by KEVIN PALLEY, P.A. AND CLAIR KIRKWOOD with joint rights of survivorship.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, class or series as that which s/he already holds, shall have the right to purchase his/her pro rate share (rounded to the closest whole number and where there is a one-half share, to be rounded up to the next whole number) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and registered agent are:

KEVIN PALLEY  
KEVIN PALLEY, P.A.  
907 SE 3RD AVE.  
OCALA, FL 34471-3709  
(352) 402-0899

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

KEVIN PALLEY  
KEVIN PALLEY, P.A.  
907 SE 3RD AVE.  
OCALA, FL 34471-3709  
(352) 402-0899

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. Number, qualifications, manner of admission and removal shall be regulated by the by-laws. The name and address of the initial Board of Directors of this Corporation is:

KEVIN PALLEY  
KEVIN PALLEY, P.A.  
907 SE 3RD AVE.  
OCALA, FL 34471-3709  
(352) 402-0899

CLAIR KIRKWOOD  
2005 SE 32ND LANE  
OCALA, FL 34471-6106

DORIS BOSTICK  
523 NW 25TH ST.  
OCALA, FL 34475

ARTICLE IX - INCORPORATORS

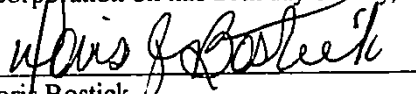
The name and address of the incorporators are:

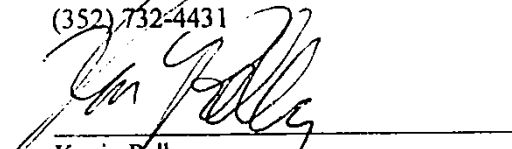
KEVIN PALLEY  
KEVIN PALLEY, P.A.  
907 SE 3RD AVE.  
OCALA, FL 34471-3709  
(352) 402-0899

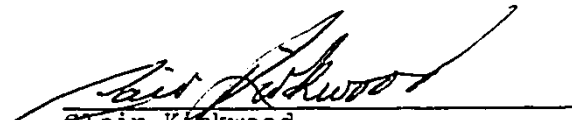
CLAIR KIRKWOOD  
2005 SE 32ND LANE  
OCALA, FL 34471-6106

DORIS BOSTICK  
523 NW 25TH ST.  
OCALA, FL 34475

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on this 20th day of July, 1997.

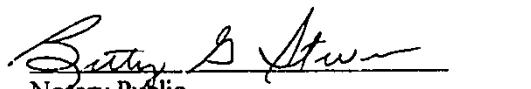
  
Doris Bostick  
523 NW 25th St.  
Ocala, FL 34475  
(352) 732-4431

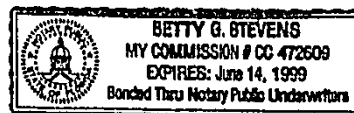
  
Kevin Palley  
for Kevin Palley, P.A.  
907 SE 3rd Ave.  
Ocala, FL 34470-3709  
(352) 402-0899

  
Clair Kirkwood  
2005 SE 32nd Ln.  
Ocala, FL 34471-6106  
(352) 402-0899

STATE OF FLORIDA;  
COUNTY OF MARION;

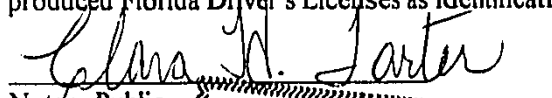
The foregoing Article of Incorporation was acknowledged before me this 8th day of July, 1997 by DORIS BOSTICK, who stated that she has read the above and foregoing Articles of Incorporation of HYACINTH'S BOUQUET, INC., that she know the contents and that he understands them and who has produced Florida Driver's Licenses as identification and who did take an oath each.

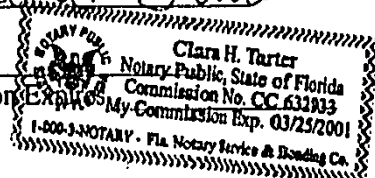
  
Notary Public  
Commission # CC 472609  
My Commission Expires 6-14-99



STATE OF FLORIDA;  
COUNTY OF MARION

The foregoing Article of Incorporation was acknowledged before me this 8th day of July, 1997 by Kevin Palley, who stated that he has read the above and foregoing Articles of Incorporation of Hyacinth's Bouquet, Inc., that he knows the contents and that he understands them and who has produced Florida Driver's Licenses as identification and who did take an oath each.

  
Notary Public  
Commission # CC 632933  
My Commission Expires 03/25/2001

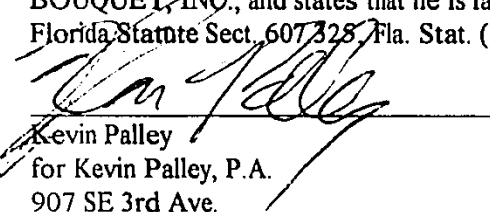


SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS  
REGISTERED AGENT OF U.S. LOCATORS, INC.

FILED

97 AUG 15 AM 10:50

The undersigned, KEVIN PALLEY of KEVIN PALLEY, P.A., pursuant to Sect. 607.034 (3), STATE  
Fla. Stat. (1995) hereby accepts the appointment as registered agent of HYACINTH'S BOUQUET, INC., TALLAHASSEE, FLORIDA  
BOUQUET, INC., and states that he is familiar with and accepts the obligations provided for in  
Florida Statute Sect. 607.028, Fla. Stat. (1995).

  
Kevin Palley  
for Kevin Palley, P.A.  
907 SE 3rd Ave.  
Ocala, FL 34470-3709  
(352) 402-0899

STATE OF FLORIDA;  
COUNTY OF MARION

The foregoing Article of Incorporation was acknowledged before me this 20th day of May, 1997  
by KEVIN PALLEY, who stated that he has read the above and foregoing Articles of  
Incorporation of HYACINTH'S BOUQUET, that he knows the contents and that he understands  
them and who has produced Florida Driver's Licenses as identification and who did take an oath  
each.

  
Notary Public

Commission # \_\_\_\_\_

My Commission Expires \_\_\_\_\_

