

P97000076822

Richard J. D'Amico
ATTORNEY AT LAW
154 South Halifax Avenue
Daytona Beach, Florida 32118

Admitted to New York
and Florida Bar

(904) 677-8499
FAX (904) 239-9538

August 29, 1997

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

RE: PREMIER FLORIST, INC.

700002284047--7
-09/03/97--01065--007
****122.50 ****122.50

Dear Sir/Madam::

Enclosed please find the Original Articles of Incorporation in reference to the above matter. Also enclosed is a check in the amount of \$122.50, representing the filing fee of \$70.00 and certified copy fee of \$52.50.

Thank you for your attention in this matter.

Very truly yours,


Richard J. D'Amico

RJD/slw

FILED
97 SEP -3 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sue GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 9/5/97
DOO. EXAM BA

B. REGISTER SEP 5 1997

ARTICLES OF INCORPORATION

OF

PREMIER FLORIST, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

PREMIER FLORIST, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To engage in any activity or business permitted under the laws of the United States and of this State.

(B) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(C) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose

FILED
97 SEP -3 AM 9:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FILED
97 SEP -3 AM 9:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE

of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON STOCK AT \$1.00 PAR VALUE

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is:

2473 Beck Circle, Deltona, Florida 32738

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

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is: 2473 Beck Circle, Deltona, Florida 32738

and the name of the initial registered agent of this corporation at that address is:

CYNTHIA MARIE DENZLER

d

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2. The names and address of the initial directors of this corporation are:

CYNTHIA MARIE DENZLER	2473 Beck Circle, Deltona, FL 32738
GAIL J. MOORE	2473 Beck Circle, Deltona, FL 32738

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

NAME

ADDRESS

CYNTHIA MARIE DENZLER 2473 Beck Circle, Deltona, FL 32738

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of August, 1997.

By: 

CYNTHIA MARIE DENZLER

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared

CYNTHIA MARIE DENZLER known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of August, 1997.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



SUGAN LYLE WARTERS
My Commission CC399146
Expires Sep. 13, 1998

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT PREMIER FLORIST, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DAYTONA BEACH, STATE OF FLORIDA, HAS NAMED CYNTHIA MARIE DENZLER, 2473 Beck Circle, Deltona, Florida 32738, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

SIGNATURE:

CYNTHIA MARIE DENZLER,
CORPORATE OFFICER

TITLE:

President

DATE:

August 28, 1997

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

CYNTHIA MARIE DENZLER,
RESIDENT AGENT

DATE:

August 28, 1997

FILED
97 SEP -3 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA