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TRANSMITTAL LETTER

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

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-10/29/97--01013--015
****122.50 ****122.50

SUBJECT: *MOSTLY ROSES FLORIST, INC.*

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: 122.50

FROM:

VICTORIA A. KUEHNE
3002 ST. JOHN DR.
CLEARWATER, FL. 33759
(813) 461-0887

FILED
97 OCT 29 AM 12:53
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

F. O. 1997

OCT 30 1997

ARTICLES OF INCORPORATION

OF

MOSTLY ROSES FLORIST, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MOSTLY ROSES FLORIST, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

***1917A DREW ST.
CLEARWATER, FL. 33765***

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **2,000 SHARES**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

***VICTORIA A. KUEHNE
1917A DREW ST.
CLEARWATER, FL. 33765***

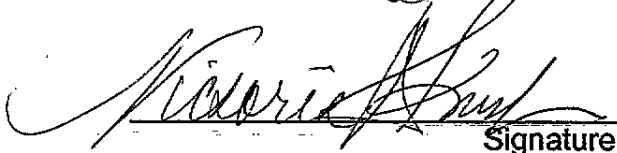
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

VICTORIA A. KUEHNE
3002 ST. JOHN DR.
CLEARWATER, FL. 33759

The undersigned incorporator(s) has(have) executed these Articles of Incorporation
this 27th day of October, 1997.



Signature

Signature

Signature

ARTICLES OF INCORPORATION

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

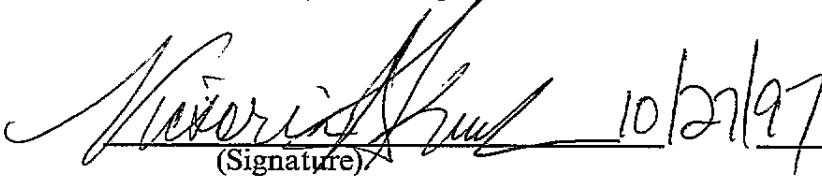
MOSTLY ROSES FLORIST, INC.

2. The name and address of the registered agent and office is:

**VICTORIA A. KUEHNE
1917A DREW ST.
CLEARWATER, FL. 33765**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)