

P97000098601

VANNESS & VANNESS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Thomas M. (Mont) VanNess, Jr.
Denise VanNess

J. Stephen Pullum, Of Counsel
Marybeth L. Pullum, Of Counsel

6206 West Corporate Oaks Drive
(Meadowcrest - Corporate Oaks)
Crystal River, Florida 34429
Telephone: (352) 795-1444
Facsimile: (352) 795-0961

November 14, 1997

300002348743--9
-11/17/97--01081--022
****122.50 ****122.50

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

Re: Crystal Florist & Silks, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above referenced corporation as well as our check in the amount of \$122.50 to cover the costs involved with filing the above referenced corporation. After filing this corporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

Please make special note of the effective date of these Articles of Incorporation as delineated in the Articles themselves. Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Sincerely,


Thomas M. VanNess, Jr.

:cb

Encls. (as stated)

FILED
97 NOV 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N11-19-97

FILED
97 NOV 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CRYSTAL FLORIST & SILKS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: CRYSTAL FLORIST & SILKS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation, shall be: 903 N.E Highway #19, Crystal River, FL 34429.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purpose of the corporation shall include buying, selling and dealing in, at wholesale and retail, flowers, ferns, palms, plants, and silk florals of all kinds; to make and perform contracts for designing, arranging, and furnishing floral pieces and floral decorations of all kinds; to acquire by purchase, lease or otherwise, hold, improve, develop, let, sell, and generally deal in properties of all kinds; and to market its goods, wares, and products in conformity with the laws of the State of Florida, and to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE V - CAPITAL STOCK

The number of shares of stock, the par value, and class of said stock that this Corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares of common stock, having no par value.

ARTICLE VI - REGISTERED OFFICE & AGENT

The street address of the corporation's initial registered office is 903 N.E. Highway #19, Crystal River, FL 34429, and the name of its initial registered agent at that office is TRACI BOWER.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

TRACI BOWER
2771 West Beamwood Drive
Beverly Hills, FL 34465

GAIL B. GROSS
11604 West Cove Harbor Drive
Crystal River, FL 34428

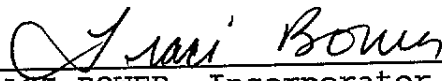
ARTICLE VIII - INCORPORATORS

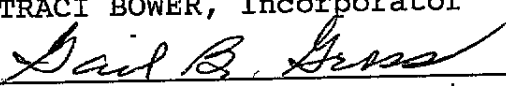
The names and street addresses of the Incorporators of these Articles of Incorporation are as follows:

TRACI BOWER
2771 West Beamwood Drive
Beverly Hills, FL 34465

GAIL B. GROSS
11604 West Cove Harbor Drive
Crystal River, FL 34428

The undersigned Incorporators have executed these Articles of Incorporation this 14th day of NOVEMBER, 1997.



TRACI BOWER, Incorporator


GAIL B. GROSS, Incorporator

STATE OF FLORIDA)
COUNTY OF CITRUS)

Before me personally appeared TRACI BOWER, who produced DRIVER'S LICENSE as identification and who ~~did~~ (did not) take an oath, and who acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of NOVEMBER, 1997.



Cheryl W. Brogan
MY COMMISSION # 00625002 EXPIRES
February 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Cheryl W. Brogan
NOTARY PUBLIC
Printed Name: CHERYL W. BROGAN

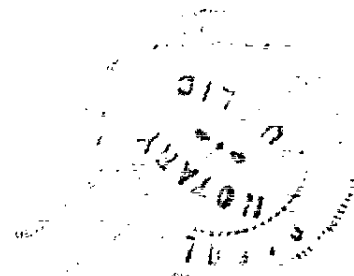
STATE OF Kentucky)
COUNTY OF Jefferson)

Before me personally appeared GAIL B. GROSS, who produced personally known to me as identification and who did (did not) take an oath, and who acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of Nov., 1997.

Carolyn Russ
NOTARY PUBLIC
Printed Name: Carolyn Russ

Notary Public, State at Large, KY
My commission expires Sept. 1, 1999

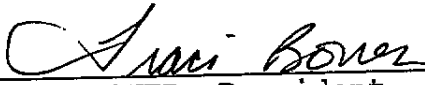


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

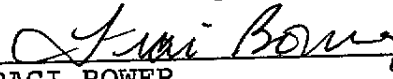
1. The name of the corporation is: CRYSTAL FLORIST & SILKS, INC.

2. The name and address of the registered agent and office are: TRACI BOWER, 903 N.E. Highway #19, Crystal River, FL 34429.



TRACI BOWER, President
Date: NOVEMBER 14, 1997

Having been named as registered agent and to accept service of process for the above 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.



TRACI BOWER
Registered Agent
Date: NOVEMBER 14, 1997

FILED
97 NOV 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA