

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

CERTIFIED COPY

US

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FILING

1.) Faded Roses, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

400002360744-9
-12/02/97-01053-014
*****78.75 *****78.75

RECEIVED
97 DEC -2 AM 10:44
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED
97 DEC -2 PM 12:04
SECRETARY OF STATE

"When you need ACCESS to the world"
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ARTICLES OF INCORPORATION

OF

FADED ROSES, INC.

97 DEC -2 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be FADED ROSES, INC.
The effective date of incorporation shall be December 2, 1997.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows:

(a) To operate various business ventures within the State of Florida.

(b) To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto.

(c) To borrow money and contract debts necessary for the transaction of its corporate rights.

(d) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges which are granted to corporations incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation, whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 1000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder to vote at any meeting of the stockholders.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 7210 Central Ave., St. Petersburg, FL 33707 and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial director is as follows:

Shirley A. Giraudo
7210 Central Ave.
St. Petersburg, FL 33707

ARTICLE VII

The name and address of the initial registered agent is:

David C. Hastings
19941 Gulf Blvd. #E
Indian Shores, Florida 33785

and the officers of said corporation who shall hold office until their successors are elected shall be as follows:

Shirley A. Giraudo - President
Shirley A. Giraudo - Secretary/Treasurer

ARTICLE VIII

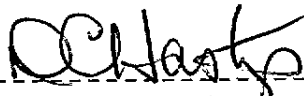
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

The name and address of the incorporator to these Articles
of Incorporation is:

David C. Hastings
19941 Gulf Blvd., #E
Indian Shores, FL 33785

The undersigned has executed these Articles of Incorporation
this 1st day of December, 1997.



Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 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/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: FADED ROSES, INC.

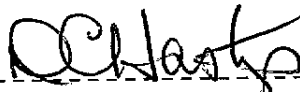
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ARTICLE IX

The name and address of the incorporator to these Articles
of Incorporation is:

David C. Hastings
19941 Gulf Blvd., #E
Indian Shores, FL 33785

The undersigned has executed these Articles of Incorporation
this 1st day of December, 1997.



Signature/Title