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ACCOUNT NO. : 072100000032

REFERENCE : 636888 9682A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 636888-005

CUSTOMER NO: 9682A

500002372995--2

CUSTOMER: Jaime Brown, Legal Assistant  
NORMAN P. FREEDMAN, ESQ.

525 North Newman Street

Jacksonville, FL 32202

DOMESTIC FILING

NAME: FLOWERS BY JASON AND KATIE,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 16 PM 12:42

RECEIVED  
97 DEC 16 AM 10:44  
DIVISION OF CORPORATIONS  
12/16/97

ARTICLES OF INCORPORATION

OF

FLOWERS BY JASON AND KATIE, INC.

FILED  
SECRETARY OF STATE  
CORPORATIONS  
27 DEC 16 PM 12:42

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLOWERS BY JASON AND KATIE, INC.

The principal place of business of this corporation shall be 525 North Newnan Street, Jacksonville, FL 32202.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 525 North Newnan Street, Jacksonville, FL

32202, and the name of the initial registered agent of the corporation at that address is Norman P. Freedman, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is:

Katie Kight

525 North Newnan Street  
Jacksonville, FL 32202

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are:

Katie Kight  
President

525 North Newnan Street  
Jacksonville, FL 32202

David Kight  
Vice President  
Secretary/Treasurer

Same

ARTICLE X. INCORPORATOR

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

Norman P. Freedman, P.A.  
525 North Newnan Street  
Jacksonville, FL 32202

IN WITNESS WHEREOF, the undersigned authorized agent of Norman P. Freedman, P.A. has hereunto set his hand and seal of Norman P. Freedman, P.A. on this 11th day of December, 1997.

NORMAN P. FREEDMAN, P.A.

BY:   
Norman P. Freedman, Esquire

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11th day of December, 1997 by Norman P. Freedman, Esquire, who is personally known to me.

  
Notary Public State of Florida



Jaime A. Brown  
MY COMMISSION # CC634977 EXPIRES  
February 25, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.


ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 DEC 16 PM 12:42

NORMAN P. FREEDMAN, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

NORMAN P. FREEDMAN, P.A.

BY:

  
Norman P. Freedman,  
Its President