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CARLTON FIELDS
ATTORNEYS AT LAW

HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:
P.O. BOX 12426, PENSACOLA, FL 32582-2426
TEL (904) 434-0142 FAX (904) 434-5366

December 16, 1997

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

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-12/18/97-01017--006
****122.50 ****122.50

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find one (1) original set of Articles of Incorporation for Kuntry Florist, Inc. Also enclosed is a check for \$122.50 to cover the filing fees, the registered agent designation and the fees to obtain a certified copy of the Articles. Please return all documentation to me at the address above.

Please contact me with any questions. Thank you for your assistance.

Sincerely,



Lawrence C. Schill

LCS/jfs
Enclosures

cc: Ms. Carla Cook (w/o encl.)

P#80919.1

D. BROWN DEC 19 1997

**ARTICLES OF INCORPORATION
OF
KUNTRY FLORIST, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I Name

The name of this corporation is KUNTRY FLORIST, INC.

ARTICLE II Formation and Duration

The corporation shall be deemed formed upon the filing of these Articles with the Florida secretary of state's office. The corporation's existence shall be perpetual.

Article III Purpose

This corporation is organized for the purpose of retail sales and transacting any other lawful business.

Article IV Capital Stock

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article V Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9624 Chumuckla Springs Road, Jay, Florida 32565, and the name of the initial registered agent of this corporation is CARLA COOK.

Article VI Initial Board of Directors

This corporation shall have one director, initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is CARLA COOK, 9624 Chumuckla Springs Road, Jay, Florida 32565.

Article VII Incorporator(s)

The name and address of the person signing these articles is CARLA COOK, 9624 Chumuckla Springs Road, Jay, Florida 32565.

Article VIII Principal Office

The address of the principal office of the corporation is 9624 Chumuckla Springs Road, Jay, Florida 32565.

Article IX Restrictions on Stock

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders, at the price and terms identical to the proposed sale to a third person. Restrictions contained in this article may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

Article X Amendment

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

Article XI Indemnification

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent allowed by law.

8th The undersigned incorporator has executed these articles of incorporation on this day of December, 1997.


CARLA COOK

ACCEPTANCE OF REGISTERED AGENT


Having been named to accept service of process for the above stated corporation, at the corporation's registered office named in theses Articles, 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.

Carla Cook
CARLA COOK, Resident Agent

Date: _____, 1997.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 28th day of December, 1997 by CARLA COOK, who is personally known to me.

 Trisha McKinnon
My Commission CC647868
Expires May 18, 2001

Trisha McKinnon
Notary Public