

P980000000630

BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE BOX 12950

PENSACOLA, FLORIDA 32576-2950

December 31, 1997

ROBERT P. GAINES
W. SPENCER MITCHEM
JAMES M. WEBER
ROBERT L. CRONGEYER
JOHN F. WINDHAM
J. NIXON DANIEL, III
RALPH A. PETERSON
GARY B. LEUCHTMAN
JOHN P. DANIEL
JEFFREY A. STONE
JAMES S. CAMPBELL
RUSSELL F. VAN SICKLE
RUSSELL A. BADDERS
GARY W. HUSTON
MARY JANE THIES
DAVID L. MCGEE
CHARLES T. WIGGINS

SEVENTH FLOOR BLOUNT BUILDING
3 WEST GARDEN STREET
PENSACOLA, FLORIDA 32501
TELEPHONE (904) 432-2451
TELECOPIER (904) 469-3330

E. DIXIE BEGGS
Retired

BERT H. LANE
1917-1981

Corporate Records Bureau
Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

800002388368--1
-01/02/98--01068--012
****122.50 ****122.50

Re: Floralmill Corporation

Gentlemen:

Enclosed please find the following:

- (1) The original and one copy of the Articles of Incorporation for the above corporation.
- (2) Our check for \$122.50 to cover the filing fee, registered agent fee, and certified copy cost.
- (3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

James M. Weber
James M. Weber
For the Firm

JMW:jrf

Enclosures

FILED
98 JAN -2 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/98

ARTICLES OF INCORPORATION

FILED

OF

98 JAN -2 PM 1:48

FLORALMILL CORPORATION

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation and Principal Office

The name of the corporation shall be Floralmill Corporation. The principal place of business and mailing address of this corporation shall be 553 Milestone Boulevard, Cantonment, Florida, 32533.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of Floralmill Corporation, is hereby declared to be January 1, 1998.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 1st day of January, 1998.

ARTICLE IV

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without

the State of Florida, including, but not limited to, participating in the acquisition, owning, holding, development, renting, leasing and selling of real estate and the construction and/or remodelling of improvements thereon; and owning and operating, either directly or indirectly, any one or more wholesale operations and/or retail stores, including, but not limiting to, a flower and floral accessories retail store or wholesale outlet, including the power to conduct business as a Flowerama franchise operator.

ARTICLE V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued. The initial issue of shares of stock shall be eighty-five percent (85%) to John S. Miller, Jr., and fifteen percent (15%) to Caroline Renee Miller.

ARTICLE VI

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

Both the street address and the mailing address of the initial registered office of the corporation is 553 Milestone Boulevard, Cantonment, Florida, 32533, and the name of the initial

registered agent of this corporation at that address is John S. Miller, Jr.

ARTICLE VIII

Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than one nor more than seven. The directors shall be elected in accordance with the provisions of the By-Laws. The names and addresses of the initial directors of the corporation are:

John S. Miller, Jr.	553 Milestone Boulevard Cantonment, Florida 32533
Caroline Renee Miller	553 Milestone Boulevard Cantonment, Florida 32533

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided for in the By-Laws. The same person can hold the office of both Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	John S. Miller, Jr. 553 Milestone Boulevard Cantonment, Florida 32533
Vice President	Caroline Renee Miller 553 Milestone Boulevard Cantonment, Florida 32533
Secretary	Caroline Renee Miller 553 Milestone Boulevard Cantonment, Florida 32533
Treasurer	John S. Miller, Jr. 553 Milestone Boulevard Cantonment, Florida 32533

ARTICLE X

Incorporator

The name and address of the incorporator signing these Articles is John S. Miller, Jr., 553 Milestone Boulevard, Cantonment, Florida, 32533.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XII

By-Laws

The power to adopt, alter, amend or repeal the By-Laws of

the corporation shall be vested in the Board of Directors.

ARTICLE XIII

Shareholder Quorum and Voting

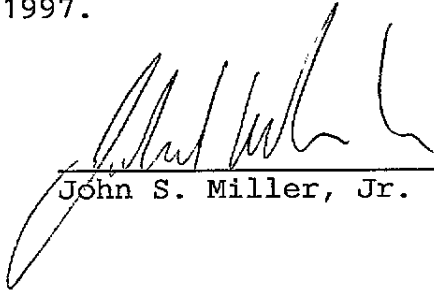
At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of December, 1997.



John S. Miller, Jr.

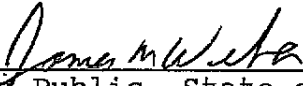
STATE OF FLORIDA

COUNTY OF ESCAMBIA

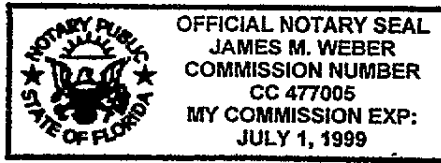
Before the undersigned, a notary public in and for said State and County, this day personally appeared John S. Miller, Jr., who is personally known to me and known to me to be the individual

described by said name in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 31st day of December, 1997.



Notary Public, State of Florida
at Large
My Commission Expires: July 1, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT FLORALMILL CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

CANTONMENT, STATE OF FLORIDA, HAS NAMED JOHN S. MILLER, JR.
(CITY) (STATE) (NAME OF RESIDENT)

AGENT, LOCATED AT 553 MILESTONE BOULEVARD
(STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CANTONMENT, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)
John S. Miller, Jr.
TITLE President
DATE December 31, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, 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.

SIGNATURE [Signature]
(REGISTERED AGENT)
John S. Miller, Jr.
DATE December 31, 1997

FILED
98 JAN -2 PM 1:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE