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James H. Forrester, P.A. ■ CERTIFIED PUBLIC ACCOUNTANTS

January 5, 1998

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

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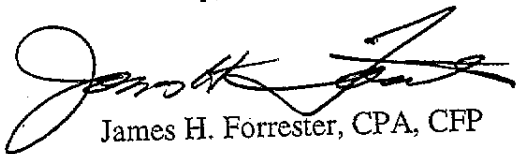
RE: JUST FLOWERS, INC.

Gentlemen:

Attached is the original and one copy of the Articles of Incorporation for
Just Flowers, Inc. along with a check for \$122.50.

Should you need any further data, please call us.

Sincerely,


James H. Forrester, CPA, CFP

FILED
98 JAN -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JUST FLOWERS, INC.

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

ARTICLE I

The name of the corporation is Just Flowers, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of capital stock of this corporation shall be ONE HUNDRED SHARES (100) at Ten Dollars (\$10.00) par value stock, which stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 1400 Colonial Blvd. #45, Fort Myers, FL 33907. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may be resolution designate.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws as determined by the Board of Directors. The name and addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Marian J. Nagy
2310 SE 28 St.
Cape Coral, FL 33904-3334

President/Vice-President

Michael E. Hackmann
P.O. Box 942
Alva, FL 33920

Secretary/Treasurer

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

Marian J. Nagy

10 shares

Michael E. Hackmann

10 shares

ARTICLE X

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1400 Colonial Blvd. #45, Fort Myers, FL 33907 and the name of the initial registered agent of this corporation at that address is Marian J. Nagy.

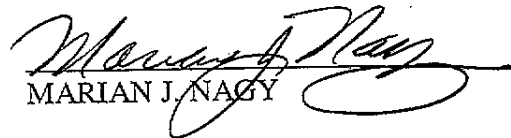
ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law which would be in conflict with the By-laws adopted by the shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing stated are true and hereby, respectively, agree to take the number of share of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Florida, this 5 day of January 1998.


MARIAN J. NAGY

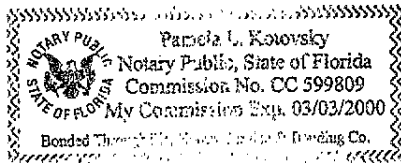
STATE OF FLORIDA)

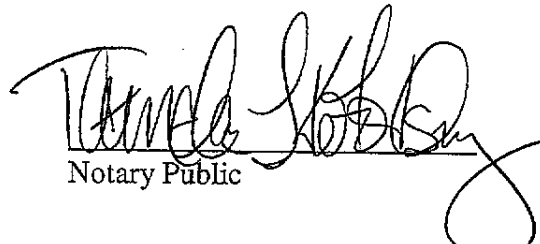
SS

COUNTY OF LEE)

I HEREBY CERTIFY that before the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARIAN J. NAGY, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 5 day of January 1998.




Notary Public

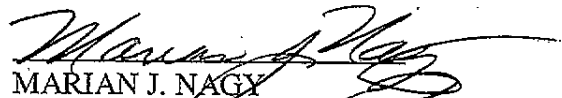
My Commission Expires:

3/3/2000

Fort Myers, Florida

I HEREBY ACCEPT appointment as agent of JUST FLOWERS, INC. a Florida corporation, upon whom process, tax notice or demands may be served.

FILED
98 JAN -8 AM 10:16
TALLAHASSEE
STATE OF FLORIDA


MARIAN J. NAGY

DATED: 1-5-98