January 12, 1998

Phone: 941/955-9329

400002401594--9 -01/15/98--01057--004 \*\*\*\*122.50 \*\*\*\*122.50

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

Re: City Flower Shop, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing fee		\$	35.00
Certified Copy Fee	 		52.50
Registered Agent		_	35.00
2		s:	122.50

Please file the Articles of Incorporation and return the Certificate of Incorporation and certified copy of the Articles to

Sincerely yours,

James R. Boyer

/mb

Enc.

DOC. EXAM.

98 JAN 15 AM 8: 26 ECRETARY OF STATE LLAMASSEE, FLORIDA

CITY FLOWER SHOP, INC.

OF

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is:

CITY FLOWER SHOP, INC.

The address of the principal office of this Corporation shall be 1823 Hillview Street, Sarasota, Florida 34239, and the mailing address of the Corporation shall be the same.

- ARTICLE 2. DURATION. The duration of the Corporation is perpetual.
- ARTICLE 3. PURPOSE. The general purpose for which the Corporation is organized are the following:
- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.
- ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 1823 Hillview Street, Sarasota, Florida 34239. The name of the initial Registered Agent of this Corporation at that address is: ROBERT VAN NOSTRAND.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is 8ne. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation os as follows:

Robert Van Nostrand 1823 Hillview Street Sarasota, FL 34239

ARTICLE 7. INCORPORATORS. The name and address of each person signing these Articles of Incorporation as Incorporator is as follows:

Robert Van Nostrand 1823 Hillview Street Sarasota, FL 34239

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 3/5 day of December, 1997

Robert Van Nostrand, Incorporator

STATE OF FLORIDA COUNTY OF SARASOTA

Before me personally appeared ROBERT VAN NOSTRAND, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed. (Check One): [] Said person is personally known to me [X] said person provided the following type of identification Annual Reports.

WITNESS my hand and official seal this 31 day of October, 1997.

Notary Public (Signature)

Notary Public (Signature)

Michele T. Brackett

State of Florida

My Comm. Exp. Aug. 6, 1998

Comm. #CC 396277

My Commission Expires:

My Commission No:

## CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for CITY FLOWER SHOP, INC., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: (2/3/, 1997.

Robert Van Nostrand, Registered Agent

98 JAN 15 AM 8: 26