

GRIFFIN & ASSOCIATES

ATTORNEYS AT LAW

1200 BAKERSFIELD DRIVE
SUITE 100
BRANDON, FLORIDA 33511

GLEN HAFEEY GRIFFIN
GLEN R. LANSKY
JOSEPH CAREY
HITNEY M. BROWN

Telephone
(813) 681-2612

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(813) 684-6660

March 4, 1998

*Return to
FNU ASAP*

Attorneys' Title Insurance Fund, Inc.
660 E. Jefferson St.
Suite 200
Tallahassee, FL 32301

900002457579--8
-03/16/98-01007-024
****122.50 ****122.50

Re: BALLOONS & GIFT BASKETS BY CHERYL, INCORPORATED

Dear Sir or Madam:

Enclosed please find one original and copy of the Articles of Incorporation for the above-cited matter, together with our trust account check payable to the Secretary of State in the amount of \$122.50.

We have also enclosed a trust check in the amount of \$122.50 payable to Attorneys' Title Insurance Fund to cover the fee for the articles filed upon receipt.

Please call my office at the above-referenced telephone number upon filing of the Articles and return the certified copy of the Articles to our office. We appreciate your assistance. If you have any questions please call me.

Sincerely,

Glen R. Lansky

Glen R. Lansky

GRL/dar
Enclosure

3/16/98
098A-14022

RECEIVED
98 MAR 16 AM 9:37
DIVISION OF CORPORATION

FILED
98 MAR 16 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAR 16 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BALLOONS & GIFT BASKETS BY CHERYL, INCORPORATED

ARTICLE I - NAME

The name of this corporation shall be:

BALLOONS & GIFT BASKETS BY CHERYL, INCORPORATED

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the designs and sales of gift baskets and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511. The initial Registered Agent of this corporation at such office, shall be Glen R. Lansky, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 1312 Flaxwood Avenue, Brandon 33511.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

NAME	ADDRESS
Robert S. Lee	P.O. Box 490 Brandon, FL 33509
Cheryl Y. Lee	P.O. Box 490 Brandon, FL 33509

ARTICLE VIII - INCORPORATOR

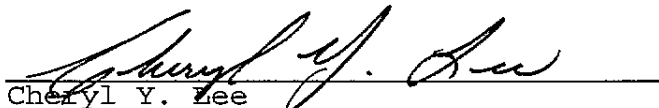
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Cheryl Y. Lee	P.O. Box 490 Brandon, FL 33509

ARTICLE IX

AMENDMENT OF ARTICLES

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

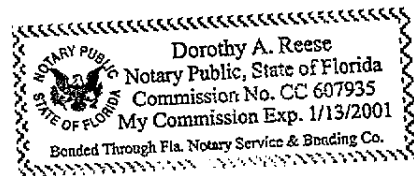

Cheryl Y. Lee

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4th
day of March, 1998, by Cheryl Y. Lee,

✓ who is personally known to me, or
who produced FLD/L 6000-119-62-908-0 as identification
and who did/did not take an oath.

Dorothy A. Reese
Notary Public



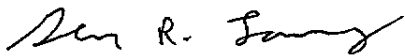
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That BALLOONS & GIFT BASKETS BY CHERYL, INCORPORATED desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511, has Glen R. Lansky of that address, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Glen R. Lansky
Griffin & Associates, P.A.

FILED
98 MAR 16 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA