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FILED
98 APR 10 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 7, 1998

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*****78.75 *****78.75

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

Enclosed are articles of incorporation for TRACY'S FLOWERS 'N THINGS
together with a check in the amount of \$78.75 for the filing fee and
a certificate

Please have the effective date of incorporation be May 1st, 1998

If you need to contact me relative to this incorporation, then please
call Hans Simons, CPA at (941) 466-7600

Thanking You,


Tracy Vincent

H.R. HANS SIMONS, C.P.A., P.A.
16048 SAN CARLOS BOULEVARD, #2
FORT MYERS, FLORIDA 33908-3328

mc 4/14/98

ARTICLES OF INCORPORATION
OF
TRACY'S FLOWERS 'N THINGS, INC.

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The undersigned, acting as incorporator of a corporation pursuant to chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE 1

The name of this Corporation is:
TRACY'S FLOWERS 'N THINGS, INC.

ARTICLE 2

The address of this Corporation is:
16731-114 MCGREGOR BLVD, FORT MYERS, FLORIDA 33908-3876

ARTICLE 3

The Corporation shall be authorized to transact in any business or activity permitted under the laws of the United States, the State of Florida, or any other State, Territory, or Nation.

ARTICLE 4

Officers and Directors are to be elected at the annual stockholders meeting by the stockholders; One share of stock = One vote; A simple plurality is required.

ARTICLE 5

The Corporate powers are as provided in Section 607 of the Florida Statutes, with no limitations.

ARTICLE 6

The initial registered agent of the corporation is:

TRACY VINCENT
7225 MAIDA LANE, APT 8-I
FORT MYERS, FLORIDA 33908

ARTICLE 7

This corporation shall be incorporated on May 1, 1998
and shall exist perpetually

ARTICLE 8

The Corporate stock shall be limited to common stock only; Stock issued
will be 1000 shares; Par Value is \$1.00 per share.

ARTICLE 9

The name and address of the incorporator of these articles of
incorporation is:

TRACY VINCENT
7225 MAIDA LANE, APT 8-I
FORT MYERS, FLORIDA 33908

ARTICLE 10

Initial members of the Board of Directors of the Corporation are:

TRACY VINCENT, Pres/Secr
7225 MAIDA LANE, APT 8-I
FORT MYERS, FLORIDA 33908

The undersigned incorporator has executed these articles of
incorporation this 7th day of April, 1997

Incorporator:


Tracy Vincent

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

Pursuant to the provisions of sections 607.0501 or 617.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name of the corporation is:
TRACY'S FLOWERS 'N THINGS, INC.

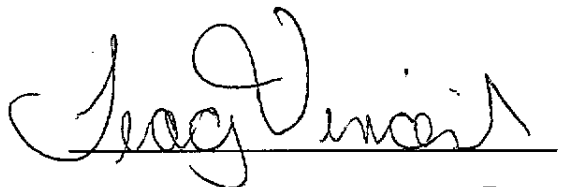
The name of the registered agent is:
TRACY VINCENT

The address of the registered office is:
7225 MAIDA LANE, APT 8-I
FORT MYERS, FLORIDA 33908

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent.

Signature:



Date: 4/7/98