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EFFECTIVE DATE  
5-19-98

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Anthurium Gallery Inc.

200002530412 008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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P. Hall

**MAY 20 1998**

FILED  
98 MAY 20 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANTHURIUM GALLERY, INC.

FILED

98 MAY 20 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

EFFECTIVE DATE

5-19-98

The name of this corporation is ANTHURIUM GALLERY, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence beginning with the date of the execution of the Articles.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will

LAW OFFICE

DOUGLAS L. RANKIN

MOORINGS PROFESSIONAL BUILDING  
2335 TAMiami TRAIL NORTH SUITE 308

NAPLES, FL 34103

(941) 262-0061

be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which they hold, shall the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### ADDRESSES

The address of the principal place of business of the corporation is: 4646 Domestic Avenue, #106, Naples, FL. 34104. The street address of the corporation's initial registered office of the corporation is: 2335 Tamiami Trail North, Suite 308, Naples, FL. 34103, and the name of the initial registered agent of the corporation at that address is: DOUGLAS L. RANKIN, ESQ. The shareholder(s) may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors initially. The

number of directors may be increased or diminished from time to time by the bylaws but shall never be less than 1. The names and addresses of the initial director(s) of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
K. ROBERT WALTER	1430 Vintage Lane Naples, FL. 34104
KIMBERLY H. WALTER	1430 Vintage Lane Naples, FL. 34104

#### ARTICLE VIII

##### INCORPORATOR

The names and addresses of the person signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
K. ROBERT WALTER	1430 Vintage Lane Naples, FL. 34104
KIMBERLY H. WALTER	1430 Vintage Lane Naples, FL. 34104

#### ARTICLE IX

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Shareholder(s).


#### ARTICLE X

##### AMENDMENT

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 shareholder(s),

except the Preemptive Rights created in Article V are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of May, 1998.

  
K. ROBERT WALTER, Subscriber

  
KIMBERLY H. WALTER, Subscriber

c:\law4\4010.1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, ANTHURIUM GALLERY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named DOUGLAS L. RANKIN, ESQ., located at 2335 Tamiami Trail North, Suite 308, in the City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, including those relative to keeping open said office.

  
DOUGLAS L. RANKIN

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