



THE UNITED STATES CORPORATION
COMPANY

P98000052999

ACCOUNT NO. : 072100000032

REFERENCE : 854491 112603A

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 PM 3:20

ORDER DATE : June 12, 1998

ORDER TIME : 1:25 PM

ORDER NO. : 854491-005

CUSTOMER NO: 112603A

CUSTOMER: Robert F. Vason, Jr., Esq
ROBERT F. VASON, JR., P.A.

P. O. Box 1430

Mount Dora, FL 32757

900002558919--4

DOMESTIC FILING

NAME: AUSTIN FLORAL, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

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6-12
25

ARTICLES OF INCORPORATION
OF
AUSTIN FLORAL, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 12 PM 3:20

ARTICLE I

NAME: The name of this Corporation is AUSTIN FLORAL, INC., and its address is Post Office Box 800, Umatilla, Florida 32784.

ARTICLE II

DURATION: This Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, FIVE DOLLAR (\$5.00) par value.

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his 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

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office and Resident Agent of this Corporation is 19101 Willis V. McCall Road, Umatilla, Florida 32784, and the name of the initial Registered Agent and Resident Agent of this Corporation at that address is J. Kramer Austin, Jr.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have two Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

J. Kramer Austin, Jr.
Post Office Box 800
Umatilla, Florida 32784

Beverly C. Austin
Post Office Box 800
Umatilla, Florida 32784

ARTICLE VIII

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

J. Kramer Austin, Jr.
Post Office Box 800
Umatilla, Florida 32784

ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by a fifty-one (51%) percent majority vote of the outstanding shares.



J. KRAMER AUSTIN, JR.

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 10th day of June, 1998, by J. KRAMER AUSTIN, JR.,

who is personally known to me and did not take an oath.

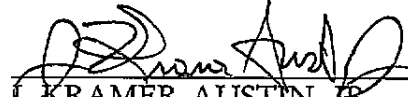
who has produced _____ as identification and did take an oath stating he was indeed the person set forth herein.

Karen K. Maxwell
NOTARY PUBLIC - State of Florida
My Commission Expires: Nov 28 1999



ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, J. KRAMER AUSTIN, JR., hereby accept the position of Registered and Resident Agent for AUSTIN FLORAL, INC.



J. KRAMER AUSTIN, JR.

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