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LAW OFFICES

SALTER, FEIBER, YENSER & MURPHY, P.A.

POST OFFICE DRAWER 1589

GAINESVILLE, FLORIDA 32602-1589

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July 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

200002592602-1
-07/20/98-01020-010
****122.50 ****122.50

Re: Roses & More, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Corporation for the above-referenced corporation.

Also enclosed please find this firm's check in the amount of \$122.50 for the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

Once the corporation has been registered please forward a certified copy of the Articles to our office. We appreciate your prompt cooperation in this matter. Please call my office if you require any further information or have any questions.

Sincerely yours,

SALTER, FEIBER, YENSER & MURPHY, P.A.

Denise Lowry Hutson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 3:05

DLH/mlr
Enclosures

4
D. BROWN JUL 21 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 3:05

ARTICLES OF INCORPORATION

OF

ROSES & MORE, INC.

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be **ROSES & MORE, INC.**

ARTICLE II GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totaling 1000 shares and having a par value of \$1.00 per share.

ARTICLE IV ADDRESS OF CORPORATION AND REGISTERED AGENT

4.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 818 West University Avenue, Gainesville, Florida 32601. The mailing address of the corporation is 818 W. University Avenue, Gainesville, Florida 32601.

4.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

4.03 REGISTERED AGENT. -- The initial registered agent of the corporation is ROSE K. VALE. and her business office and address is 818 West University Avenue, Gainesville, FL 32601.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

5.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROSE K. VALE	818 West University Avenue Gainesville, FL

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of July, 1998.


ROSE K. VALE (SEAL)

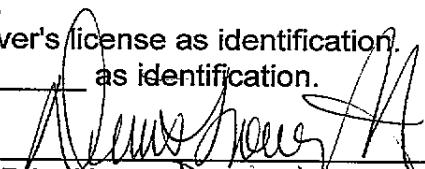
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by ROSE K. VALE, the Incorporator, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed. Such person(s):

is/are personally known to me.
 produced a current Florida Driver's license as identification.
 produced _____ as identification.



DENISE LOWRY HUTSON
MY COMMISSION # CC 419000
EXPIRES Nov 6, 1998
NOTARY PUBLIC BONDED THRU RELIANCE INSURANCE CO.


Print Name: Denise Lowry Hutson
Notary Public, State of Florida
My Commission Expires:
Serial Number:

FILED
DIVISION OF CORPORATIONS
98 JUL 20 PM 3:05

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation of registered agent for ROSES & MORE, INC., and hereby agree to fulfill the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 17th day of July, 1998.

Rose K. Vale
ROSE K. VALE

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by ROSE K. VALE, Registered Agent, who executed the foregoing Certificate of Registered Agent, and she acknowledged before me that he executed the same for the purposes therein expressed. Such person(s):

() is/are personally known to me.
() produced a current Florida Driver's license as identification.
() produced _____ as identification.



DENISE LOWRY HUTSON
MY COMMISSION # CC 419000
EXPIRES Nov 6, 1998
BONDED THRU RELIANCE INSURANCE CO.

Print Name: Denise Lowry Hutson
Notary Public, State of Florida
My Commission Expires:
Serial Number: