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FLORIDA DIVISION OF CORPORATIONS

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NAME: FLOWERS & BALLOONS OF SOSUTHWEST FLORIDA, IN

AUDIT NUMBER.....H98000014053

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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MESSAGES

THIS CORPORATION IS BEING FORMED TO PURCHASE
THE EXISTING CORPORATION'S ASSETS: ~~BA~~
FLOWERS & BALLOONS, INC.

The information in this facsimile transmission is intended only for the personal and confidential use of the designated recipients named above. This message may be an attorney-client communication and as such is privileged. If the reader of this message is not the intended recipient named above, you are notified that you have received this document in error, and any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this document in error, please notify this office immediately via telephone, and return the original message to the above address by mail. Thank you.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

CLIFFORD M. KING

SUBJECT: FLOWERS & BALLOONS OF SOUTHWEST FLORIDA, INC.
REF: W98000017291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS "FLOWERS & BALLOONS, INC.", DOCUMENT NUMBER P98000017075. NORMALLY, ADDING OF "SOUTHWEST" FLORIDA WOULD BE FINE, EXCEPT IN THIS CASE, YOU AND THIS ABOVE BUSINESS ARE BOTH IN SARASOTA. AS FAR AS I CAN TELL, THEY ARE NOT THE SAME PEOPLE. *****BOTH THE AUDIT NUMBERS AS WELL THE REST OF THE PRINT IN THIS DOCUMENT NEEDS TO BE LARGER, SO THAT IT SHOWS UP AT THE TIME OF IMAGING.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLOWERS & BALLOONS OF SOUTHWEST FLORIDA, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Flowers & Balloons of Southwest Florida, Inc.

2. Principal Office. The principal office of the Corporation is:

2881 Clark Road, Suite 3
Sarasota, Florida 34231

3. Mailing Address. The mailing address of the Corporation is:

2881 Clark Road, Suite 3
Sarasota, Florida 34231

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

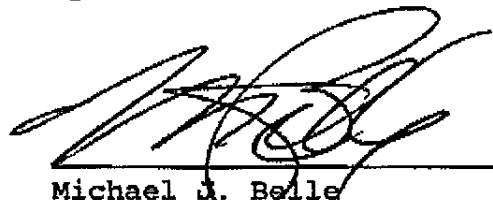
Michael J. Belle
Suite 380
100 Wallace Avenue
Sarasota, Florida 34237

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Michael J. Belle
Suite 380
100 Wallace Avenue
Sarasota, Florida 34237

Dated this 27th day of July, 1998.



Michael J. Belle
Incorporator and Registered Agent

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TALLAHASSEE, FLORIDA

Prepared by:
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