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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 924818 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 11:54

ORDER DATE : August 12, 1998

ORDER TIME : 11:18 AM

ORDER NO. : 924818-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Vicki Barnes
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

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****122.50 ****122.50

DOMESTIC FILING

NAME: ~~FLOWERS ETCETERA, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

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W98-18383

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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August 12, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLOWERS ETCETERA, INC.
Ref. Number: W98000018383

RESUBMIT

Please give original
submission date as file date.

We have received your document for FLOWERS ETCETERA, INC.. However, the document has not been filed and is being returned for the following:

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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
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Letter Number: 098A00041986

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98 AUG 14 AM 10:46
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
FLOWERS ETCETERA OF PENSACOLA, INC.**
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 11:54

The undersigned incorporators, **MARK WRIGHT** and **PAUL UMENSETTER**, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is FLOWERS ETCETERA OF PENSACOLA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 8055 North Davis Highway, Pensacola, Florida 32514.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 8516 Blue Jay Way, Pensacola, Florida 32534, and the name of the initial registered agent of this corporation at that address is MARK WRIGHT.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are: MARK WRIGHT, whose address is 8516 Blue Jay Way, Pensacola, Florida 32534; and PAUL UMENSETTER, whose address is 8516 Blue Jay Way, Pensacola, Florida 32534.

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are: MARK WRIGHT, whose address is 8516 Blue Jay Way, Pensacola, Florida 32534; and PAUL UMENSETTER, whose address is 8516 Blue Jay Way, Pensacola, Florida 32534.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE


The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE XI - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 11th day of August, 1998.

INCORPORATORS:

 (SEAL)
MARK WRIGHT

 (SEAL)
PAUL UMENSETTER

ACCEPTANCE BY REGISTERED AGENT

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I DO HEREBY accept the foregoing designation as registered agent of FLOWERS ETCETERA OF
Further, I am familiar with and accept the duties and obligations of such designation. PENSACOLA, INC.

 (SEAL)
MARK WRIGHT