

PA8000073368



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 934755 108353A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 122.50

ORDER DATE : August 20, 1998

ORDER TIME : 1:55 PM

ORDER NO. : 934755-005

CUSTOMER NO: 108353A

CUSTOMER: W. Jeffrey Barnes, Esq  
J. BARNES & ASSOCIATES, PA

1520 N.e. 51st Street

Fort Lauderdale, FL 33334

900002621969--2

DOMESTIC FILING

NAME: TIFFANY'S FLOWERS, 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: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 21 PM 12:47

RECEIVED  
98 AUG 21 AM 10:47  
DIVISION OF CORPORATIONS  
*[Signature]*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 21 PM 12:47

ARTICLES OF INCORPORATION  
OF  
TIFFANY'S FLOWERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TIFFANY'S FLOWERS, INC.

The address of the principal office of this corporation shall be 1520 Northeast 51st Street, Ft. Lauderdale, Florida 33334, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

## ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Ruth Greenwald 1520 Northeast 51st Street,  
Dir. Ft. Lauderdale, Florida 33334

ARTICLE VIII. - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ruth Greenwald	1520 Northeast 51st Street
Pres.	Ft. Lauderdale, Florida 33334

Jeff Barnes	Same As Above
V.P.	

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 20, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 AUG 21 PM 12:47

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

CKS