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SUITE 204
BONITA SPRINGS, FLORIDA 34135-4278

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
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August 27, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
9-1-98

RE: BONITA BLOOMS FLOWER SHOP, INC.

200002628492--5
-08/31/98--01055--014
****122.50 ****122.50

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

John D. Spear

JDS/sav

Enclosures

FILED
98, AUG 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.8.98
[Signature]

FILED
98 AUG 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BONITA BLOOMS FLOWER SHOP, INC.

EFFECTIVE DATE
9-1-98

The undersigned incorporator, a natural person competent to contract, hereby forms and establishes a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is Bonita Blooms Flower Shop, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on September 1, 1998.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

8951 Bonita Beach Rd., Ste 540
Bonita Springs, FL 34135

The mailing address of the Corporation is as follows:

8951 Bonita Beach Rd., Ste. 540
Bonita Springs, FL 34135

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Alicia J. Coakley
8951 Bonita Beach Rd., Ste. 540
Bonita Springs, FL 34135

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Alicia J. Coakley
8951 Bonita Beach Rd., Ste. 540
Bonita Springs, FL 34135

The person named as initial director shall hold office for

the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Alicia J. Coakley
8951 Bonita Beach Rd., Ste. 540
Bonita Springs, FL 34135

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27th day of August, 1998.

Alicia J. Coakley
ALICIA J. COAKLEY, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this
27th day of August, 1998, by Alicia J. Coakley. She is
personally known to me or has produced a driver's license as
identification.

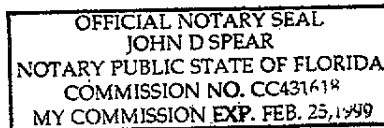
John D. Spear

Signature of Notary Public

JOHN D. SPEAR

Printed Name of Notary Public

Commission Expires:



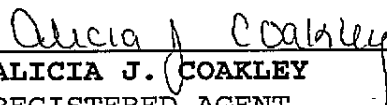
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **BONITA BLOOMS FLOWER SHOP, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **LEE** County, State of Florida, has named **ALICIA J. COAKLEY** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


ALICIA J. COAKLEY
REGISTERED AGENT

FILED
98 AUG 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA