

Document Number Only

P98000088274

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

700002664607--8

-10/15/98--01052--020

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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-10/15/98--01052--021

\*\*\*\*\*17.50 \*\*\*\*\*17.50

Worldwide Floral & Gifts, Inc.

☒ Profit ~~PLTS~~

☐ Non Profit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

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TALLAHASSEE, FL 32310

ARTICLES OF INCORPORATION  
OF  
WORLDWIDE FLORAL & GIFTS, INC.

I, the undersigned, a natural person of the age of eighteen (18) years or more, a citizen of the State of Florida, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is WORLDWIDE FLORAL & GIFTS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under this Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) voting common shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

ARTICLE SIX

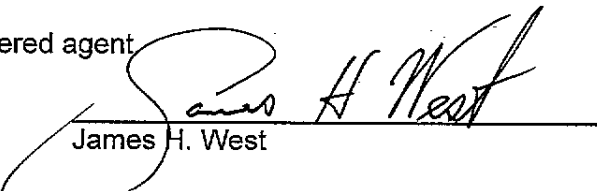
The address of its initial registered office is 8075 20th Street, Vero Beach, Florida 32966, and the name of its initial registered agent at such address is James H. West.

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TALLAHASSEE, FLORIDA

## ARTICLE SEVEN

### Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

  
James H. West

## ARTICLE EIGHT

The street address and mailing address of the corporation's initial principal office is 8075 20th Street, Vero Beach, Florida 32966.

## ARTICLE NINE

The number of directors shall be fixed by the bylaws of the corporation. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

James H. West  
8075 20th Street  
Vero Beach, Florida 32966

Kelly S. McMakin  
8075 20th Street  
Vero Beach, Florida 32966

Andrew W. Williams  
8075 20th Street  
Vero Beach, Florida 32966

## ARTICLE TEN

No shareholder or other person shall have any preemptive rights whatsoever.

## ARTICLE ELEVEN

A. Limitation on Director Liability. A director is not liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this section does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

B. Contracts with the Interested Directors and Others. No contract or other transaction between the corporation and any other corporation and no other act of the corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

(1) Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

(2) Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken.

(3) In any case described in this article, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract.

ARTICLE TWELVE

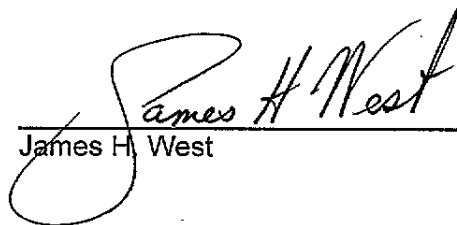
Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a written consent or consents, setting forth the action so taken, is signed by the holders of shares having not less than the minimum number of votes necessary to take such action at a meeting in which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE THIRTEEN

The name and address of the Incorporator is:

James H. West  
8075 20th Street  
Vero Beach, Florida 32966

DATED this 1<sup>ST</sup> day of September, 1998.

  
James H. West