

P98000105095

M. I. (ROCKY) STARNES IV
4467 TURNBERRY PLACE
NICEVILLE, FL 32578
850-897-4070

December 9, 1998

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


100002714651--2
-12/17/98--01063--021
*****78.50 *****78.50

Subject: Articles of Incorporation - Houseflowers of Destin, Inc.

Enclosed is an original and one(1) copy of the *Articles of Incorporation* and *Certificate of Designation of Registered Agent/Registered Office* for Houseflowers, Inc. Also enclosed is a check in the amount of \$78.50 representing the required filing fee.

Thank you for your assistance. Please let me know if you need any additional information.

Sincerely,


M. I. Starnes IV

FILED
98 DEC 17 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rocky's (home or office)
AUTHORIZATION BY PHONE TO GAVE
CORRECT Reading, art 1, certificate
DATE 12/18/98
DOC. EXAM TA

Houseflowers of Destin, Inc.

TA-12/18/98

**ARTICLES OF INCORPORATION
OF**

HOUSEFLOWERS OF DESTIN, INC.

ARTICLE I - NAME

The name of this corporation is Houseflowers of Destin, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

4850 Ocean Blvd.

Destin, FL 32541

The mailing address of this corporation shall be:

4850 Ocean Blvd.

Destin, FL 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Marion I. Starns IV

4467 Turnberry Place

Niceville, FL 32578

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATORS

The names and addresses of the persons signing these articles are:

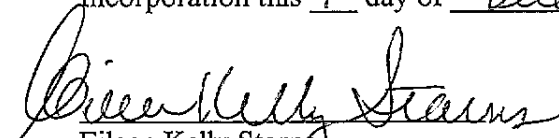
Eileen Kelly Starns
4467 Turnberry Place
Niceville, FL 32578

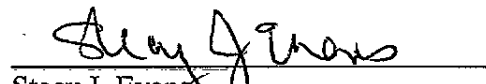
Stacy J. Evans
4850 Ocean Blvd.
Destin, FL 32541

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of December 1998

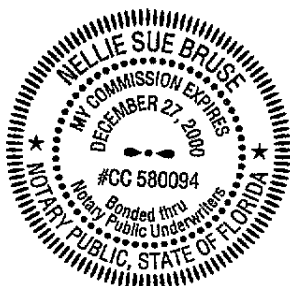

Eileen Kelly Starns


Stacy J. Evans

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of December, 1998 by EILEEN KELLY STARNES and STACY J. EVANS, whom are personally known to me and acknowledged and declared that they executed the same for the uses and purposes therein set forth.




NOTARY PUBLIC

My commission expires: Dec 27, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: **Houseflowers of Destin, Inc.**
2. The name and address of the registered agent is:

Marion I. Starns IV
4467 Turnberry Place
Niceville, FL 32578

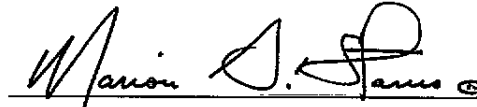
The address of the registered office is:

4467 Turnberry Place
Niceville, FL 32578

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

DATED this 9th day of DECEMBER, 1998.


Marion I. Starns IV
Registered Agent