

ATTORNEY AT LAW

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February 25, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Florals by Michael, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Florals by Michael, Inc. Also enclosed is my client's check in the amount of \$70.00 representing the filing fee.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

  
KATHLEEN REYNOLDS

KR:gp  
Enclosures  
cc: Michael Redman

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-03/01/99--01138--020  
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FILED  
99 MAR - 1 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORALS BY MICHAEL, INC.

FILED  
99 MAR -1 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Florals By Michael, 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:

132 Perry Avenue, Unit B  
Fort Walton Beach, Florida 32548

The mailing address of this corporation shall be:

132 Perry Avenue, Unit B  
Fort Walton Beach, Florida 32548

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: Michael Redman, 17 Choctawhatchee Road, S.E., Fort Walton Beach, Florida 32548.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Michael Redman  
17 Choctawhatchee Road, S.E.  
Fort Walton Beach, Florida 32548

ARTICLE VII - BY-LAWS

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

ARTICLE VIII - ACTION WITHOUT A MEETING

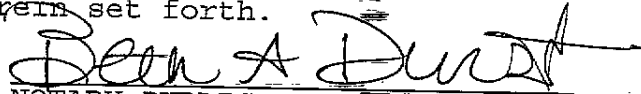
The directors of this corporation may take action by written consent, as provided by law.

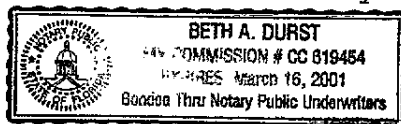
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 18 day of February, 1999.

  
MICHAEL REDMAN, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18th day of February, 1999 by MICHAEL REDMAN, who is personally known to me or who has produced as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_



**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: Florals By Michael, Inc.
2. The name and address of the registered agent is Michael Redman, 17 Choctawhatchee Road S.E., Fort Walton Beach, Florida 32548. The address of the principal office is 132 Perry Avenue, Unit B, Fort Walton Beach, Florida 32548.

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 18 day of February, 1999.

  
MICHAEL REDMAN  
Registered Agent