

99000021524

TRANSMITTAL LETTER

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

SUBJECT; McRae's Florist, Inc.

900002794109--6
-03/04/99--01033--014
****122.50 *****78.75

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and our Money Order in the amount of \$ 122.50. Please register the original Articles of Incorporation and return our copy for our files.

FROM; McRae's Florist, Inc.
1814 Edgewater Drive
Orlando, Florida 32804-5846

Thank You,

John L. Hayden
Incorporator
02/26/99

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CLERK OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 AM 9:22

ARTICLES OF INCORPORATION

OF

McRae's Florist, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Domestic Corporation under the laws of the State of Florida pursuant to the provision of Section 607.164 Florida Statutes.

ARTICLE I: NAME

The name of the corporation shall be:

McRae's Florist, Inc.

ARTICLE II: ADDRESS

The initial address of the principle office of this Florida Corporation is:

1814 Edgewater Drive
Orlando, Florida 32804-5846

ARTICLE III: Mailing Address

The Mailing Address of The Office of This Florida Corporation is:

1814 Edgewater Drive
Orlando, Florida 32804-5846

ARTICLE IV: PURPOSE

The general nature of the business to be transacted by this Corporation is:

Floral Arrangements & Sales

This corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V: CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500).

ARTICLE VI: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares Common, Par Value \$1.00

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ARTICLE VII: PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Every shareholder will also have the right of first refusal upon the offer for sale of existing shares of stock.

ARTICLE VIII: DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation, unless sooner dissolved according to law.

ARTICLE IX: DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall never be less than one director nor more than five. The name and address of the initial directors are:

John L. Hayden
5630 Satel Drive
Orlando, Florida 32810-4954

Joseph S. McRae
5630 Satel Drive
Orlando, Florida 32810-4954

ARTICLE X: AGENT

Pursuant to Section 607.034, Florida Statutes, the name and address of the initial Registered Agent of this Corporation is:

John L. Hayden
5630 Satel Drive
Orlando, Florida 32810-4954

ARTICLE XI: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

John L. Hayden
5630 Satel Drive
Orlando, Florida 32810-4954

ARTICLE XII: INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE XIII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation 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' meetings by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 26th day of February 1999 A.D.

John L. Hayden
John L. Hayden

STATE OF FLORIDA)
COUNTY OF SEMINOLE)SS:

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared before me:

John L. Hayden

to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of February 1999 A.D.

Faith C Ralston

NOTARY PUBLIC

My Commission Expires:



Faith C Ralston
My Commission CC641041
Expires June 07, 2001

ACCEPTANCE OF REGISTERED AGENT

I, John L. Hayden, having been named to act as the Registered Agent to accept services of process for **McRae's Florist, Inc.** Designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

Dated This 26th day of February 1999 A.D.

John L. Hayden
John L. Hayden

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