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April 19, 1999

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

RE: FLORAL & GOURMET, INC.

Ladies and/or Gentlemen:

Enclosed please find duplicate Articles of Incorporation for the above corporation. Please file one copy, assign a Charter number, and return a certified copy to me at the above address.

Also enclosed please find a check in the amount of \$122.50, which represents your filing fee for the corporation.

Sincerely yours,

SIMONS & SEELEY, P.A.

Jean R. Simons

Jean R. Simons

JRS/eme

B. BROCK APR 29 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
FLORAL & GOURMET, INC.

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

ARTICLE I
Name

The name of this corporation shall be FLORAL & GOURMET, INC..

ARTICLE II
Existence

This corporation shall have a perpetual existence.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Capital Stock

The aggregate number of shares that the Corporation is authorized to issue is 1,000 shares of common stock. The par value of the shares is \$.10 per share. The total number of authorized shares shall have an aggregate par value of \$100.00.

ARTICLE V
Initial Registered Agent and Office

The name of the initial Registered Agent of the Corporation is ANNETTE J. THOMSON, whose address is 141 Stevens Avenue, Oldsmar, Florida and the principal office of the Corporation is located at the same address.

ARTICLE VI
Board of Directors

The management and control of the Corporation shall be vested in a Board of Directors of one or more directors, as provided by the By-Laws of the Corporation, said Board to be

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TALLAHASSEE, FLORIDA

elected by the shareholders of the Corporation at the regular meeting of said shareholders.

If State law so provides, then upon the majority written agreement of all the shareholders of the Corporation, the above described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable State law. The names and addresses of the first Board of Directors of the Corporation are:

PETER A. THOMSON
10710 Gallop Place
Tampa, FL 33626

ANNETTE J. THOMSON
10710 Gallop Place
Tampa, FL 33626

Until the first meeting of shareholders, management and control of this corporation shall be vested in the above Board composed of two directors. The directors shall hold office until their successors are duly elected and qualified.

ARTICLE VII Officers

The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer and such other officers as the Board from time to time shall designate. Until the first Board of Directors meeting and until officers are selected, the following named persons shall hold the below designated offices until their successors are elected and qualified:

President: ANNETTE J. THOMSON
Secretary and Treasurer: PETER A. THOMSON

ARTICLE VIII Incorporators

The name and address of the incorporator of the Corporation is:

ANNETTE J. THOMSON
10710 Gallop Place
Tampa, FL 33626

ARTICLE IX Indemnification

The Corporation shall indemnify all directors and officers, whether or not then in office,

who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the Corporation as an officer or director, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X
By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI
Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21st day of April, 1999.

WITNESSES:

Jean R. Simons
Elaine M. Earnshaw

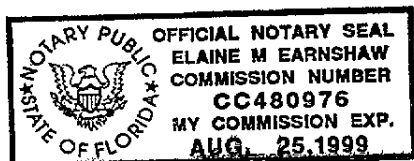
Annette J. Thomson
ANNETTE J. THOMSON
as Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, ANNETTE J. THOMSON, who produced FLA. QIV. LIC. # T525-010-54602-0 as identification, and to me well known to be the person described in and who executed the foregoing Articles of Incorporation as Incorporator, and acknowledged before me that she executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 21st day of April, 1999.

Elaine M. Earnshaw
Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation and position of
REGISTERED AGENT for FLORAL & GOURMET, INC. on this 21st day of
April, 1999.

WITNESSES:

Jean R. Simons
Elaine M. Earl

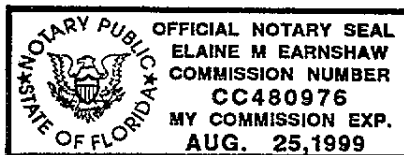
Annette J. Thomson
ANNETTE J. THOMSON
Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared, ANNETTE J. THOMSON, who produced FA00000001525-010-54602-C as identification, and to me well known to be the person described in and who executed the foregoing Articles of Incorporation as Registered Agent, and acknowledged before me that she executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 21st day of April, 1999.

Elaine M. Earl
Notary Public



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