

LAW OFFICE OF

STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD • SARASOTA, FLORIDA 34239
(941) 925-2324 • (941) 921-2047 (FAX)

October 1, 1999

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

100003005231--8
-10/05/99--01020--009
*****70.00 *****70.00

RE: GREEN THUMB FLORIST, INC.

Dear Sir/Madam:

Enclosed herewith is one (1) original and one (1) copy of Articles of Amendment for Green Thumb Florist, Inc., together with a letter from George R. McLain, Esq., who is the attorney and registered agent for the corporation. The corporate name is to be changed to "Jane McLain Enterprises, Inc."

Also enclosed is one (1) original and one (1) copy of Articles of Incorporation for my client, Ms. Cynthia Ware, who is incorporating the name "Green Thumb Florist, Inc.," as part of a business purchase and sale.

Please file Mr. McLain's Articles of Amendment first, changing the name of the corporation and then file the Articles of Incorporation for my client, incorporating the name "Green Thumb Florist, Inc.". I have enclosed two (2) separate checks, one for each transaction, to cover your fees.

If you have any questions, please contact my office immediately. Thank you for your attention to this matter.

Very truly yours,

Stephen F. Voigt

SFV/mz
Enclosures

cc: George R. McLain, Esq.
Ms. Cynthia Ware

FILED
99 OCT -5 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREEN THUMB FLORIST, INC.

FILED
99 OCT -5 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GREEN THUMB FLORIST, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 1440 FIRST STREET, SARASOTA, FL 34236.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

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

CYNTHIA WARE
1381 PALMWOOD DRIVE
SARASOTA, FL 34232

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

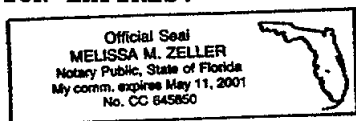
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 1999.

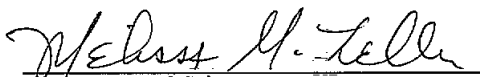

CYNTHIA WARE

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 1st day of October, 1999 by CYNTHIA WARE, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



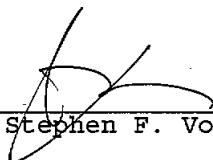

Notary Public

Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY: 
Stephen F. Voigt, Esq.