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ACCOUNT NO. : 072100000032

REFERENCE : 434076 99222A

AUTHORIZATION :

Katricia Tzyut

COST LIMIT : \$ 78.75

ORDER DATE : October 26, 1999

ORDER TIME : 1:26 PM

ORDER NO. : 434076-005

400003025474--8

CUSTOMER NO: 99222A

CUSTOMER: Mr. William G. Day
COGGIN AUTOMOTIVE GROUP
COGGIN AUTOMOTIVE GROUP
4306 Pablo Oaks Court

Jacksonville, FL 32224

DOMESTIC FILING

NAME: FLOWERS BY WILLIAM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

g 10/26/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 PM 5: 27

RECEIVED
99 OCT 26 PM 2: 33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLOWERS BY WILLIAM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 26 PM 5:27

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Section 1.1 Name. The name of the corporation is Flowers By William, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082.

or

Section 1.3 Mailing Address. The mailing address of the corporation is 2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 share of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082, and the name of the initial registered agent of this corporation at that address is William Day, 2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William G. Day	2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082
Cindy Slagle	2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors of the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William G. Day	2935 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserved the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

POWERS RESERVED TO SHAREHOLDERS

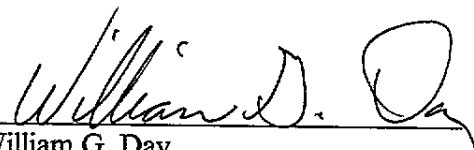
Section 11.1 The following corporate acts shall require approve of a majority of the shareholders:

- a) Increase or decrease in the number of authorized shares of stock of the corporation.
- b) Creation of additional classes of shares and addition to or limitation of rights and duties of shareholders in respect to outstanding shares of the corporation.

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- c) Sale by the corporation of shares of its stock held in the treasury.
- d) Sale by the corporation of shares of its stock which are authorized but unissued.
- e) Pledge, mortgage or other encumbrance or sale or other disposition of all or a substantial part of the assets of the corporation.
- f) Amendment or restatement of these Articles of Incorporation.
- g) All other actions not in the ordinary course of the business of this corporation.

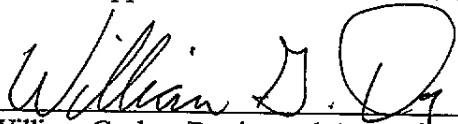
IN WITNESS WHEREOF, the incorporator has executed these Articles the 2nd day of March, 1998.



William G. Day
Incorporator

REGISTERED AGENTS ACCEPTANCE OF APPOINTMENT

The undersigned William G. Day, having been appointed registered agent for service of process by Article 5.1 of the foregoing Articles of Incorporation of Flowers By William, and being familiar with the duties and obligation of such registered agents, does hereby accept such appointment and agree to serve as such registered agent until appointment of his successor.



William G. day, Registered Agent for
Service of Process