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FELDMAN, KOENIG & HIGHSMITH, P.A.

ATTORNEYS AT LAW

1315 Whitehead Street, Key West, Florida 33040

Robert T. Feldman
Timothy J. Koenig
Robert E. Highsmith

99 NOV -4 AM 8:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone (305) 296-8851
Fax (305) 296-8875
Fax (305) 292-4873

October
September 20, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

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*****87.50 *****87.50
cc-cv

Re: Articles of Incorporation of
Flowers by Gilda, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the total amount of \$87.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	35.00
Certificate of Status	<u>8.75</u>
Total	\$87.50

Please file the original of the enclosed Articles of Incorporation and return all documents to the undersigned. If you have any comments or questions concerning this, please call me.

Your prompt attention to this matter would be appreciated.

Sincerely,

Laura Brunner
Laura Brunner
for Timothy J. Koenig
Enclosures
/lb

RECORDED - 5 1999

**ARTICLES OF INCORPORATION
OF
FLOWERS BY GILDA, INC.**

99 NOV -4 AM 8:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I:
(Name)**

The name of the corporation shall be: **FLOWERS BY GILDA, INC.**

The address of the principal office of this corporation shall be: 901 Simonton Street, Key West, Florida 33040, and the mailing address of the corporation shall be P.O. Box 6331, Key West, Florida 33040.

**ARTICLE II:
(Nature of Business)**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III:
(Capital Stock)**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share. Five Thousand (5,000) shares are to be issued at the time of opening of this corporation to and as follows:

Gilda Fernandez	President/Secretary/Treasurer and Vice President	5,000 shares
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**ARTICLE IV:
(Registered Agent Name and Street Address)**

The street address of the registered office of the corporation shall be 901 Simonton Street, Key West, Florida 33040 and the Resident Agent shall be: Gilda Fernandez.

ARTICLE V:
(Term of Existence)

This corporation is to exist perpetually.

ARTICLE VI:
(Officers and Directors)

This corporation shall consist of a President, Vice-President, Secretary and Treasurer initially. The name and street address of the above who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Gilda Fernandez	President/Secretary/Treasurer/
901 Simonton Street	Vice President
Key West, Florida 33040	

ARTICLE VII:
(Incorporator)

The name and street address of the incorporator to these Articles of Corporation:

Gilda Fernandez
901 Simonton Street
Key West, Florida 33040

29 th IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this
day of ~~September~~, 1999.

October

By: 

Gilda Fernandez
President/Secretary/Treasurer/Vice President Director

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Gilda Fernandez, having been designated as the Registered Agent in the above and foregoing Articles accepts the obligations of the position of Registered Agent.

By: 

Gilda Fernandez

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -4 AM 8:00

FILED