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LAWRENCE E. DOLAN, P. A.

ATTORNEY AT LAW
500 EAST JACKSON STREET
ORLANDO, FLORIDA 32801

LAWRENCE E. DOLAN

November 2, 1999

407-841-7300
FAX 407-841-7304

Secretary of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32301

500003037185-5
-11/05/99-0103-016
****122.50 ****78.75

Re: Ritter's Orchids, Inc. - Incorporation

Dear Sir/Madam:

Enclosed for filing is the original Articles of Incorporation of Ritter's Orchids, Inc. along with our check in the amount of \$122.50, representing payment of the following fees:

| | |
|--|------------------|
| 1. Filing Articles of Incorporation | \$ 35.00 |
| 2. Filing Registered Agent Certificate | 35.00 |
| 3. Certified Articles of Incorporation | <u>52.50</u> |
| Total | \$ <u>122.50</u> |

For your convenience, we are enclosing a copy of the Articles which you may use for certification. Please return the certified Articles to the attention of the undersigned. Thank you for your attention to this matter.

Very truly yours,

LAWRENCE E. DOLAN, P. A.



LAWRENCE E. DOLAN

LED:ln
Enclosures
cc: Mr. Thomas R. Ritter

99 NOV -5 PM 1:30
REC'D BY MAIL
FLORIDA
11-2-99

11-2-99
JL

ARTICLES OF INCORPORATION
OF
RITTER'S ORCHIDS, INC.

RECEIVED
89 NOV 5 PM 1:30
FLORIDA
TENNESSEE
ORLANDO, FLORIDA

ARTICLE I - NAME

The name of this Corporation is RITTER'S ORCHIDS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this Corporation shall be to have and to exercise all of the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value, common stock, which shall be designated "common shares".

ARTICLE IV

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

THOMAS R. RITTER
4001 Forrestal Avenue
Orlando, Florida 32806

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT/INCORPORATOR

The street office of the initial registered and principal office of this Corporation is 4001 Forrestal Avenue, Orlando, Florida 32806, and the name of the initial registered agent of this Corporation at that address is THOMAS R. RITTER. The mailing address of the Corporation and its registered office is the same as above.

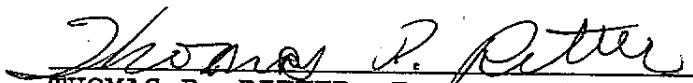
ARTICLE VI - BY-LAWS

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

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of November, 1999.


THOMAS R. RITTER, Incorporator
4001 Forrestal Avenue
Orlando, Florida 32806

STATE OF FLORIDA)
COUNTY OF ORANGE) SS:

The foregoing instrument was acknowledged before me this 2nd day of November, 1999, by THOMAS R. RITTER, who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

sign Lawrence E. Dolan
print _____



Lawrence E. Dolan
MY COMMISSION # CC617599 EXPIRES
January 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

That RITTER'S ORCHIDS, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at City of Orlando, County of Orange, State of Florida, has named THOMAS R. RITTER, located at 4001 Forrestal Avenue, Orlando, Florida, as its Agent to accept service of process within Florida.

SIGNATURE: Thomas R. Ritter
THOMAS R. RITTER

TITLE: President

DATE: November 2, 1999

5 PM 1:30
FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Thomas Ritter
THOMAS R. RITTER

DATE: November 2, 1999