

**W. DANIEL KEARNEY, ATTORNEY AT LAW**

1329 U.S. HIGHWAY 301  
NORTH RIVER BUSINESS CENTER  
PALMETTO, FLORIDA 34221  
USA

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Phone 941-729-6838

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October 29, 1999

Secretary of State  
Division of Corporation  
Tallahassee, FL 32201

8000003035558-8  
-11/05/99-01072-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: FLOWER FIRST, INC.

Gentlemen:

Enclosed are Articles of Incorporation for the above-named with a copy thereof, and designation of resident agent, with copy thereof, to be filed.

Also enclosed is my check in the amount of \$70.00.

Very truly yours,



W. DANIEL KEARNEY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV -5 AM 7:18

FILED

WDK/cc

Enclosures

078 - SOS.LTR - 1523

K. CHESLER NOV 9 1999

ARTICLES OF INCORPORATION  
OF  
FLOWER FIRST, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Acting as incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is:

FLOWER FIRST, INC.

ARTICLE II

The purpose for which this Corporation is initially organized is for establishing and operating a business for retail sales, and for the transaction of any and all lawful businesses for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

The Corporation shall have the authority to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. There shall be only one class of shares.

#### ARTICLE IV

The initial street address of the registered office of the Corporation in the State of Florida shall be 1329 U. S. Highway 301, Palmetto, FL 34221, and the initial registered agent at such address shall be W. DANIEL KEARNEY.

#### ARTICLE V

The Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida. The initial Director of the Corporation shall be as follows:

BLANCHE M. MULLIGAN

10218 46<sup>th</sup> Avenue West  
Bradenton, Florida 34210

#### ARTICLE VI

The address of the principal office of the corporation shall be:

1515 Florida Boulevard  
Bradenton, Florida 34207

#### ARTICLE VII

The name and address of the incorporator is:

W. DANIEL KEARNEY

1329 U. S. Highway 301  
Palmetto, FL 34221

## ARTICLE VIII

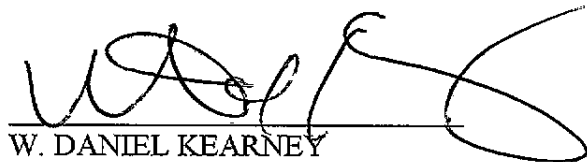
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

By-Laws adopted by the Board of Directors or by the Shareholders may be repealed or changed, except that any By-Law adopted by the Shareholders shall not be altered, amended, or repealed by the Board of Directors, such power being reserved by the Shareholders.

## ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

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

  
W. DANIEL KEARNEY

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of Nov, 1999, by W. DANIEL KEARNEY, who is the same person described in and subscribing the above Articles of Incorporation, and she acknowledged before me, according to law, that she executed the above Articles as her own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 2<sup>nd</sup> day of Nov, 1999.

NOTARY PUBLIC:

Sign: Angela Rae Slentz

State of Florida at Large (seal)

My Commission Expires:



Personally known to me OR PRODUCED identification Known

Type of identification Produced FL OC

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---That FLOWER FIRST, INC., desiring to organize under the laws of the State of Florida with its initial registered office as stated in the Articles of Incorporation at 1329 U.S. Highway 301, Palmetto, County of Manatee, State of Florida, has named W. DANIEL KEARNEY, as its agent to accept service of process within said state.

  
SUBSCRIBER  
W. DANIEL KEARNEY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACCEPTANCE:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
RESIDENT AGENT  
W. DANIEL KEARNEY