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CERTIFICATE OF INCORPORATION
OF

✓ VICTORY MECHANICAL & SUPPLY, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

We, the undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Certificate of Incorporation.

Article I

The name of the corporation shall be Victory Mechanical & Supply, Inc.

Article II

The purposes for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do in any part of the world, namely:

To carry on and conduct a general sales agency and general contracting business, to act as agent, special agent, broker, factor, manufacturer's agent, purchasing agent, sales agent, distributor, dealer, representative or commission merchant or contractor for individuals, firms, institutions, associations and corporations in the distribution, delivery, purchase, sale, lease or rental and/or installation of goods, wares, merchandise, personal property, commodities, articles of commerce and real

P.O. Box 121
Chelsea, AL 35043

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property of every kind and description, and in selling, promoting the sale of, advertising, and introducing and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes.

To carry out the purposes hereinabove set forth, the corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to, the following:

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful arrangements for sharing profits or providing pensions for its employees;

To enter into any general or limited partnership, the purpose of which be similar to purpose hereinabove set forth in this Article;

To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this Article;

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other

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purpose which the directors may deem advantageous for the corporation, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

Article III

The principal office of the corporation shall be in Shelby County, Alabama. #1 Champions Blvd., Leeds, Alabama 35094

Article IV

The total amount of the authorized capital stock of the corporation shall be Five Thousand (5,000) shares of common stock of par value of one Dollar (\$1.00) each, being Five Thousand (\$5,000) Dollars authorized capital stock, One Thousand (\$1,000.00) Dollars of which has been subscribed for and paid into the corporation and is the amount with which the corporation shall begin business.

Article V

The name and post office address of the agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is:

Raymond Wallace
P. O. Box 121 - 234 Three Sons Drive, B'ham, AL 35226
Chelsea, AL 35043

Article VI

The names and post office addresses of the incorporators, and the number of shares subscribed by each, are as follows:

NAME	ADDRESS	NO. OF SHARES
Raymond Wallace	234 Three Sons Drive Birmingham, AL 35226	
Henry S. Smith	2715B Briarberry Circle Birmingham, AL 35226	

The names and post office addresses of the directors chosen for the first year are as follows:

NAME	ADDRESS	TITLE
Raymond Wallace	234 Three Sons Drive Birmingham, AL 35226	President
Henry S. Smith	2715B Briarberry Circle Birmingham, AL 35226	Secretary

Article VII

The duration of the corporation shall be perpetual.

Article VIII

The dates on which the stockholders' annual meetings shall be held, the number of directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. The stockholders shall have power to make bylaws for the regulation and government of the corporation, its agents, servants, officers, and for all other purposes not in conflict with the laws of the State of Alabama.

Article IX

Attached herto is affidavit of Raymond Wallace, the person designated herein as the agent to receive subscriptions to the capital stock, which affidavit shows the names of the subscribers to said stock and the number of shares subscribed to by each; and the undersigned subscribers do hereby certify to the correctness and truth of the statement hereinbefore made, and ask that this certificate be filed and recorded in the Office of the Judge of Probate of Shelby County as provided by law.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators of this corporation, do hereunto subscribe their names this 19th day of June, 1986.


Raymond Wallace


Henry S. Smith

SUBSCRIPTION LIST AND AGENT'S STATEMENT

We the undersigned, do hereby subscribe for the number of shares of common stock, in the amount and payable as set opposite our respective names, of VICTORY MECHANICAL & SUPPLY, INC., a corporation organized under the laws of the State of Alabama, such stock being of the par value of \$1.00 per share.

<u>Name</u>	<u>No. of Shares</u>	<u>How Payable</u>
Raymond Wallace	500	\$500.00 Cash
Henry S. Smith	500	\$500.00 Cash

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me, CAROL B. WARNER, a Notary Public in and for said State personally appeared Raymond Wallace, known to me, who being by me first duly sworn, deposes and says that he is the person designated by the incorporators of VICTORY MECHANICAL & SUPPLY, INC., to receive subscriptions to the capital stock of said corporation, and that the above subscription list is a true and correct copy of the subscription list of the incorporators thereof; that each of the said incorporators has paid in full, in cash or otherwise, as may be therein set out, for such shares of stock set opposite the respective names of said subscribers of said subscription list in the number therein described.

Raymond Wallace

Raymond Wallace

SWORN TO and subscribed before me, this 26 day of

June, 1986.

Carol S. Warner

Notary Public

My Commission Expires May 12, 1989



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Victory Mechanical & Supply, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Victory Mechanical & Supply, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 26, 1986 - expires 10-25-86

Date

Don Siegelman

Don Siegelman

Secretary of State

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State of Alabama

SHELBY

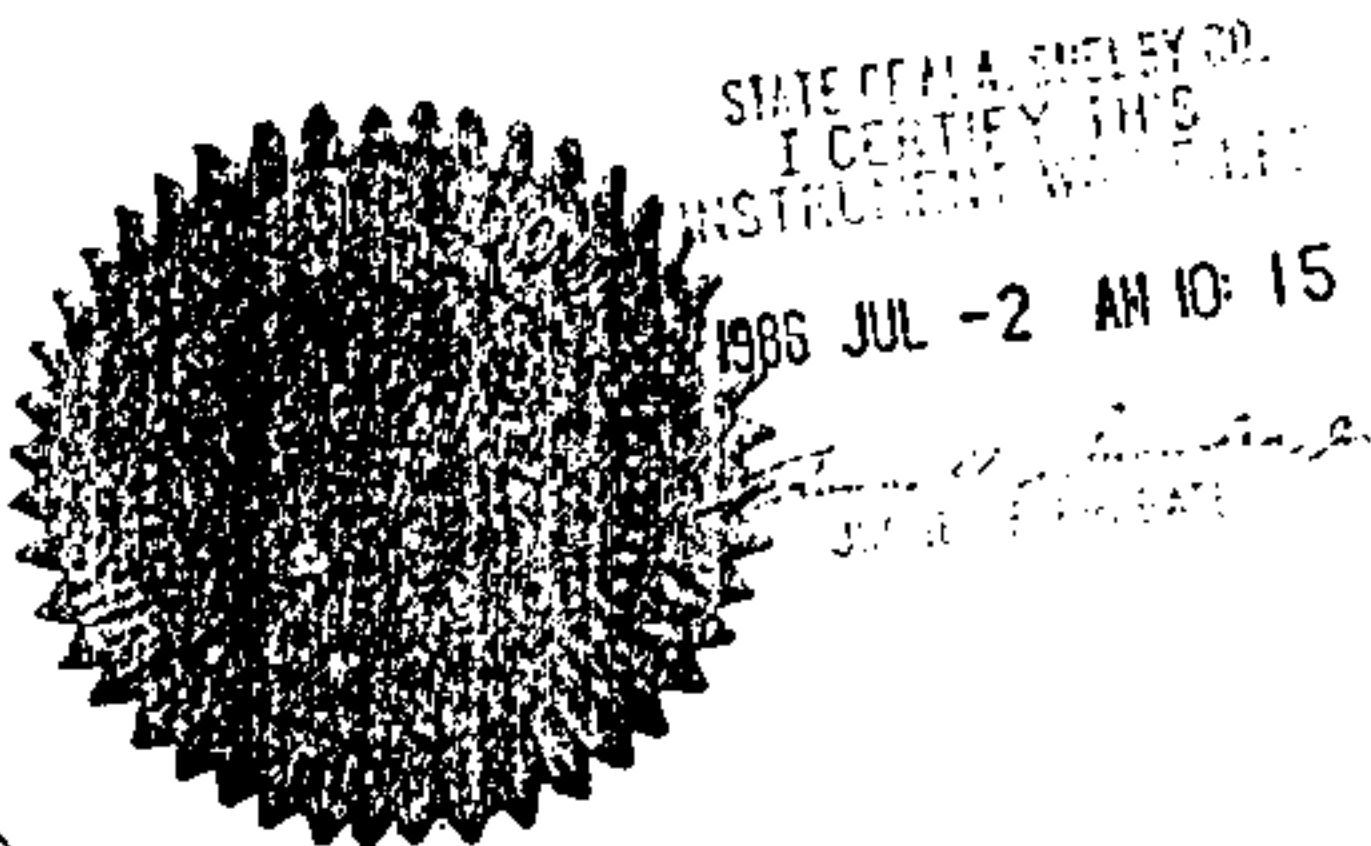
County

CERTIFICATE OF INCORPORATION OF VICTORY MECHANICAL & SUPPLY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of VICTORY MECHANICAL & SUPPLY, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of VICTORY MECHANICAL & SUPPLY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of JULY, 19 86.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 JUL -2 AM 10:15

THOMAS A. JONES, JR.
JUDGE OF PROBATE

Thomas A. Jones, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00

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ARTICLES OF INCORPORATION

OF

✓ CATHERINE'S FLORAL CREATIONS, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

O N E

The name of this corporation shall be CATHERINE'S FLORAL CREATIONS, INC.

T W O

The period of its duration is perpetual.

T H R E E

The purpose or purposes for which this corporation is formed are:

1. To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets and other containers, and related products.

2. To purchase, acquire, hold and prove, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature including stocks and securities of other corporations and to loan money and take securities for the payment of all sums due to corporation and to

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Suite 3 2015 Valley Dale Rd.
B'ham, AL 35244