

179
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

sell, assign, and release such securities. To build, erect, construct, lease or otherwise acquire dwelling houses, apartment houses, office buildings, and lands, and to sell, lease or otherwise dispose of the same.

3. This corporation shall have the power to make loans on mortgages secured by real estate and do all things incident to or in furtherance of the ownership, collection, and liquidation of such loans.

4. This corporation shall have the power to purchase, acquire, sell, dispose of, and otherwise deal in negotiable and non-negotiable instruments of all kinds, whether secured by mortgage or otherwise, and to do all things incident to or in furtherance of the ownership and liquidation of such items.

5. This corporation shall have the power to acquire all and any of the goodwill, rights, property and business of any person, firm, corporation or association and hold, utilize, enjoy and in any manner dispose of the whole or any of the rights property and business so acquired and to assume in connection therewith any liabilities of such person, firm, corporation, or association.

6. This corporation shall have the right and power to borrow money for any of the purposes of the corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased, or for any other lawful consideration and to secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or

assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract right, whether at the time owned or thereafter acquired, and to sell, place, discount, or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporation purpose.

7. This corporation shall have the power and right to carry on in general any other business in connection with the foregoing, not prohibited by law, and to have and exercise all powers conferred by the State of Alabama on corporations generally.

F O U R

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 at a par value of \$1.00 per share.

F I V E

Provisions for the regulation of the internal affairs of the corporation are: as provided in the By-Laws.

S I X

The address of the initial registered office of the corporation is 2015 Valley Dale Road, Suite 3, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Catherine Nadine Carter.

S E V E N

The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first

annual meeting of shareholders or until her successors are elected and shall qualify is:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Catherine Nadine Carter | 2015 Valley Dale Rd., Suite 3 Birmingham, AL 35244 |

E I G H T

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Catherine Nadine Carter | 2015 Valley Dale Rd., Suite 3 Birmingham, AL 35244 |

N I N E

No contract or other transaction between the corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually or any firm of which any director may be a member may be a part to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation and any director of this corporation who is also a director or officer of such corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

T E N

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No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock, or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by this Certificate of Incorporation, or by an amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

Dated: July 2 1986


CATHERINE NADINE CARTER, Incorporator

THIS DOCUMENT PREPARED BY:

ROBERT M. GALLOWAY
COLLINS, GALLOWAY & SMITH
P. O. Box 16629
Mobile, AL 36616



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 _____

Catherines Floral Creations, Inc.

BOOK 030 PAGE 811 is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Catherines Floral Creations, 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

Secretary of State

State of Alabama

SHELBY

County

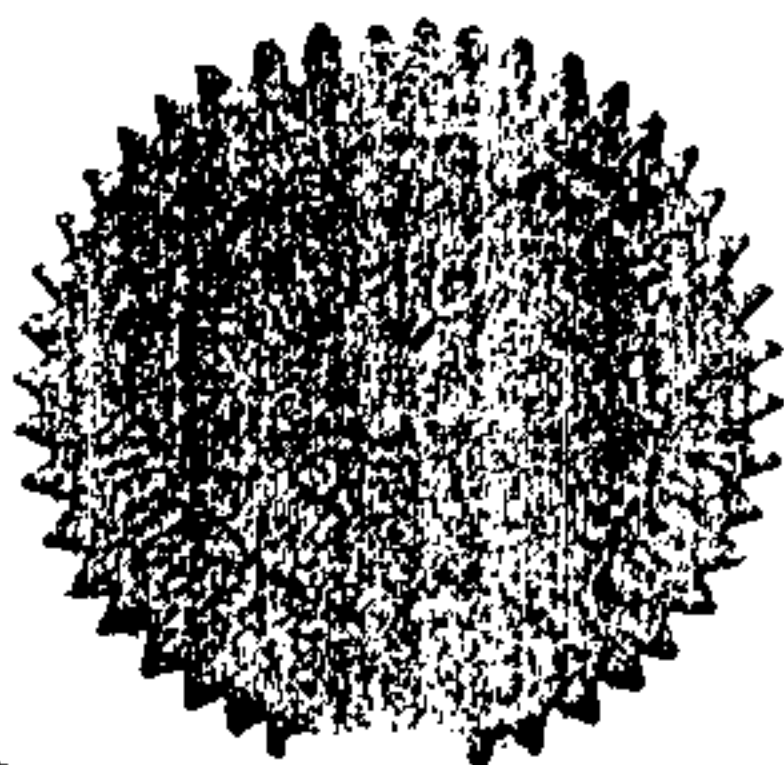
CERTIFICATE OF INCORPORATION OF

CATHERINE'S FLORAL CREATIONS, 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 CATHERINE'S FLORAL CREATIONS, 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 CATHERINE'S FLORAL CREATIONS, 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

1985 JUL -2 AM 11:06

Thomas A. Brouder, Jr.
JUL 12 1986

Thomas A. Brouder, Jr.
Judge of Probate

Recd 35.00
Jud 1.00
36.00