

ARTICLES OF INCORPORATION
OF
SARAH'S FLOWERS, INC.

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, as incorporator, of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Sarah's Flowers, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is formed

are:

(a) To own conduct, and carry on the general business of buying and/or selling flowers and plants. In addition, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law and not required by law to be specifically stated in these articles.

(b) To do and engage in any business which a natural person can do.

(c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic

GREEN & PINO, P.C.
P.O. DRAWER 1883
ALABASTER, AL 35007

05/14/1992-8205
08:12 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 WCD 88.00

or government or colony or dependency thereof.

(e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects of other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as the objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is 2834-C Montgomery Highway, Pelham, Alabama 35124 and the name of its initial registered agent at such address is

Sarah Smith.

SIXTH: 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 the shareholders or until his successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Sarah Smith	2834-C Montgomery Highway Pelham, AL 35124

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sarah Smith	2834-C Montgomery Highway Pelham, AL 35124

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this the 17th day of May, 1992.



Sarah Smith

This instrument was prepared by:
Bruce M. Green, Esq.
GREEN & PINO, P.C.
Suite 205
Shelby Medical Building
P.O. Drawer 1883
Alabaster, AL 35007

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
SARAH'S FLOWERS, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Sarah Smith, who, being by me first duly sworn, deposes and says as follows:

That she is the agent or person designated by herself, as incorporator of Sarah's Flowers, Inc., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is the minimum amount required by law.

That the said Sarah Smith has paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporator and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

Sarah Smith
Sarah Smith

Sworn to and subscribed before me on this 7th day of May, 1992.

Brenda M. Cade
Notary Public

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
SARAH'S FLOWERS, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

I, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my respective name, said stock to be issued by an Alabama corporation to be styled "Sarah's Flowers, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned, incorporator of said Alabama corporation upon the formation of the same.

Common stock is Ten and No/100 Dollars (\$10.00) per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES SUBSCRIBED FOR</u>	<u>CONSIDERATION</u>
Sarah Smith	100	\$1,000.00

Done this the 7th day of May, 1992.

Sarah Smith
Sarah Smith

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

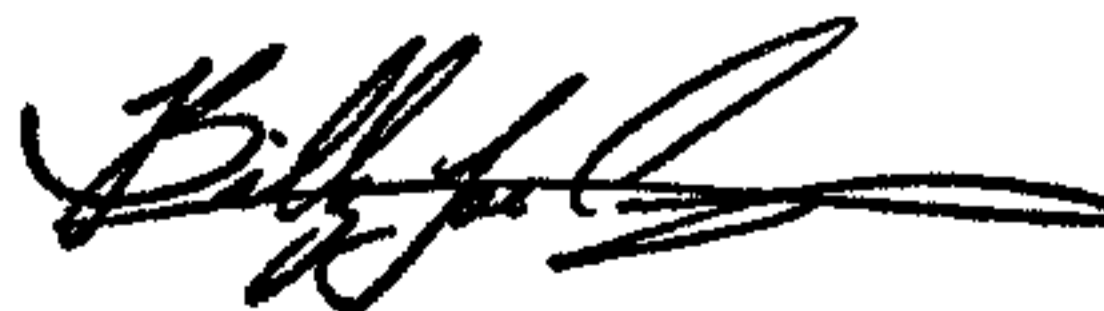
Sarah's Flowers, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bruce Green, P O Drawer 1883, Alabaster, AL 35007 for a period of one hundred twenty days beginning April 15, 1992 and expiring August 14, 1992.

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.

April 15, 1992

Date



Billy Joe Camp

Secretary of State



State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

SARAH'S FLOWERS, INC.

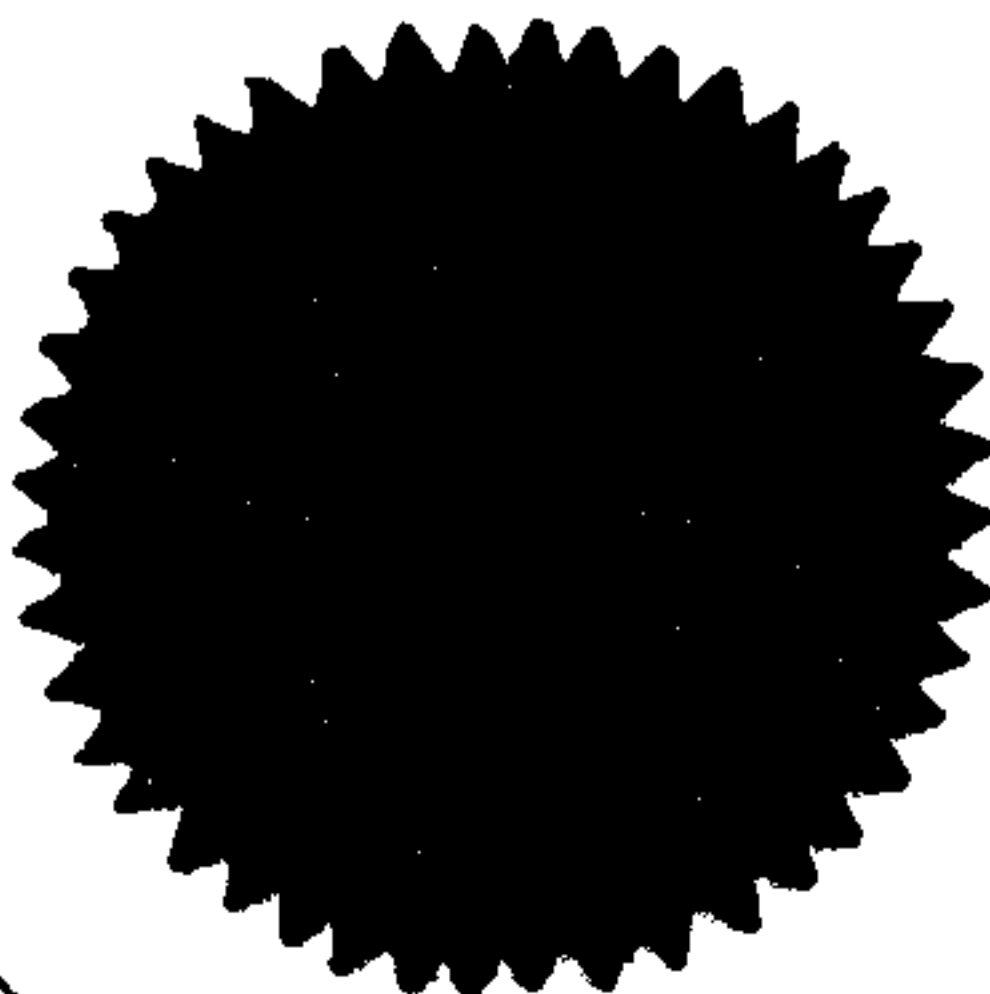
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SARAH'S FLOWERS, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office 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 SARAH'S FLOWERS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of MAY, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate



05/14/1992-8205
08:12 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 88.00