

ARTICLES OF INCORPORATION
OF
GAIL'S FLORIST, INCORPORATED
TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned incorporators, desiring to organize a
body corporate under chapter 2A, Title 10, Code of Alabama 1975,
do hereby make, sign, and file these Articles of Incorporation
as follows:

Inst # 1997-01425

ARTICLE I

Name

The name of this corporation is GAIL'S FLORIST, INC.

The corporation shall be authorized to trade in said
name or to use any other trade name not now being used by any
other person, firm or corporation.

ARTICLE II

Period

The period for the duration of the corporation shall be
perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is formed are:

- (a) To operate a retail florist.
- (b) The transaction of any or all lawful business for which
corporations may be incorporated under the Alabama Business
Corporation Act.
- (c) The area of work will not be confined to this state,
county or country.

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ARTICLE IV

Powers

The powers of the corporation are:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States of or any other government, state territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgages, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the constitution of Alabama as the same may be amended from time to time.
- (i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Alabama Business Corporation Act, within or without this state or county.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter B-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any of all of its directors, officers and employees.

(p) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(q) To have and exercise all other powers necessary or convenient to effect its purpose.

ARTICLE V

Registered Office and Registered Agent

The location address of the initial registered office of the corporation shall be 100 Main Street, P.O. Box 1234 Columbiana, Al. 35051

The mailing address shall be same as above and its initial registered agent as such address shall be Gail Coleman

In accordance with the requirements of the Alabama Business Corporation Act, the registered office and the registered agent of the corporation may be changed by resolution of the Board of Directors, duly filed with the Secretary of State of the State of Alabama.

ARTICLE VI

Capital

The corporation shall have authority to issue one hundred (100) shares of common stock, all of the same class and having a par value of One Dollar (\$1.00) per share.

The corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, other property (tangible or intangible), or labor or services actually performed for the corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the shareholders, as the case may be, as to the value of the consideration received for the shares shall be conclusive. Neither promissory notes nor future services, however, shall constitute payment or part payment for the issuance of the shares of the corporation. When payment of the consideration for which the shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable, and the holder of such shares shall not be liable for any further payment in respect thereof.

ARTICLE VII

Incorporators and Shareholders

(a) The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u># Shares</u>
Gail Coleman	P.O. Box 1234 Columbiana, Al. 35051	100

(b) The corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be provided by the Board of Directors, provided

provided by the Board of Directors, provided that reference to such restrictions shall be conspicuously noted upon each certificate representing such shares.

(c) All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim or interest in said share on the part of any persons, whether or not the corporation shall have notice thereof.

ARTICLE VIII

Directors

(a) The number of directors constituting the initial Board of Directors shall be one. The name and address of the members of the initial Board of Directors who shall hold office until the first annual meeting of shareholders, and until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Gail Coleman	P.O. Box 1234 Columbiana, Al. 35051

(b) All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Articles of Incorporation or by statute. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- 1) To alter, amend, or repeal the By-Laws or adopt new By-Laws, provided, however, that the Board of Directors may not alter, amend, or repeal any by-law establishing what constitutes a quorum at shareholders' meetings, or any by-law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.
- 2) To declare dividends on the corporations's outstanding shares, except when the corporation is insolvent, or when the payment thereof would render the corporation insolvent, or when the declaration or payment thereof would be contrary to any restriction contained in these Articles of Incorporation, and to determine the date or dates for the declaration and payment of such dividends.
- 3) To distribute to the shareholders out of the capital surplus of the corporation a portion of the corporation's assets, in case or property, subject to the restrictions and provisions of the Alabama Business Corporation Act.

(4) To fix and determine and to vary the amount of working capital of the corporation; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(5) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if prior to such action a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

(6) To remove any officer or agent of the corporation whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon the directors by statute.

(c) Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or in the By-Laws which may be adopted pursuant thereto, at a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, who may then forthwith at such meeting proceed to elect a successor or successors for the unexpired term.

ARTICLE IX

Indemnification

Each person who shall serve as a director or officer or officer of this corporation shall be indemnified by the corporation against all judgments, fines, costs and expenses, including attorney's fees, reasonably incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceeding to which he is, or may be made a party, by reason of his being or having been a director or officer of the corporation (and including settlements made with a view to curtailment of litigation costs in amounts approved by the Board of Directors, but not including any case where, in the opinion of counsel for the corporation, the directors or officers are liable, whether or not such person is a director or officer at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his duty to the corporation as such officer or director. The right of indemnification herein provided shall not be exclusive of any shall be in addition to any other rights to which such person may be entitled as a matter of law.

ARTICLES X

Conflict of Interest

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(a) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Statutory Changes

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder whereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XII

Amendment

The corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) have
hereunto subscribed their signatures to these Articles of
Incorporation this 4 day of Dec., 1996

Gail Coleman

Gail Coleman

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Gail Coleman whose name(s) is signed to the foregoing Articles of Incorporation of GAIL'S FLORIST, INC. , and who is known to me to be the party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, executed the same voluntarily on the day the same bears date and said Articles are the act and deed of the signer(s) and facts stated therein are true.

Given under by hand and seal of office on this 4 day of December, 1996

Maria J. Willer

Notary Public

My Commission expires:

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

Gails Florist, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gail Coleman, P O Box 1234, Columbiana, AL 35051 for a period of one hundred twenty days beginning October 23, 1996 and expiring February 21, 1997.

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.

October 23, 1996

Date



Jim Bennett

Secretary of State



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