

ARTICLES OF INCORPORATION OF

The Flower Shop of Montevallo, Inc.

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

FIRST: The name of the corporation is The Flower Shop of Montevallo, Inc.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which this corporation is formed are: the sale of flowers, floral arrangements and floral products, and the delivery of same in accordance with the laws of the State of Alabama.

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 address of the initial registered office of corporation is 981 Island Street, Montevallo, Alabama 35115 and the name of its initial registered agent at such address is William Grady.

FIFTH: 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 shareholder or until her successor is elected and shall qualify is:

06/04/1998-20591
11:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 SNA 90.00

NAME

ADDRESS

William Grady

981 Island Street, Montevallo, Alabama 35115

SIXTH: The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,500) shares of the par value of One Dollar (\$1.00) per share.

SEVENTH: The name and address of the incorporator is:


NAME

ADDRESS

William Grady

981 Island Street, Montevallo, Alabama 35115

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation on this the 29th day of May, 1998.



William Grady, Incorporator

Mitchell A. Spears

ATTORNEY AT LAW

PLEASE REPLY TO:
POST OFFICE BOX 119
MONTEVALLO, ALABAMA 35115

804 MAIN STREET
(205) 665-5076
(205) 665-5102

May 28, 1998

Honorable Christopher Smitherman
Attorney at Law

HAND DELIVERED

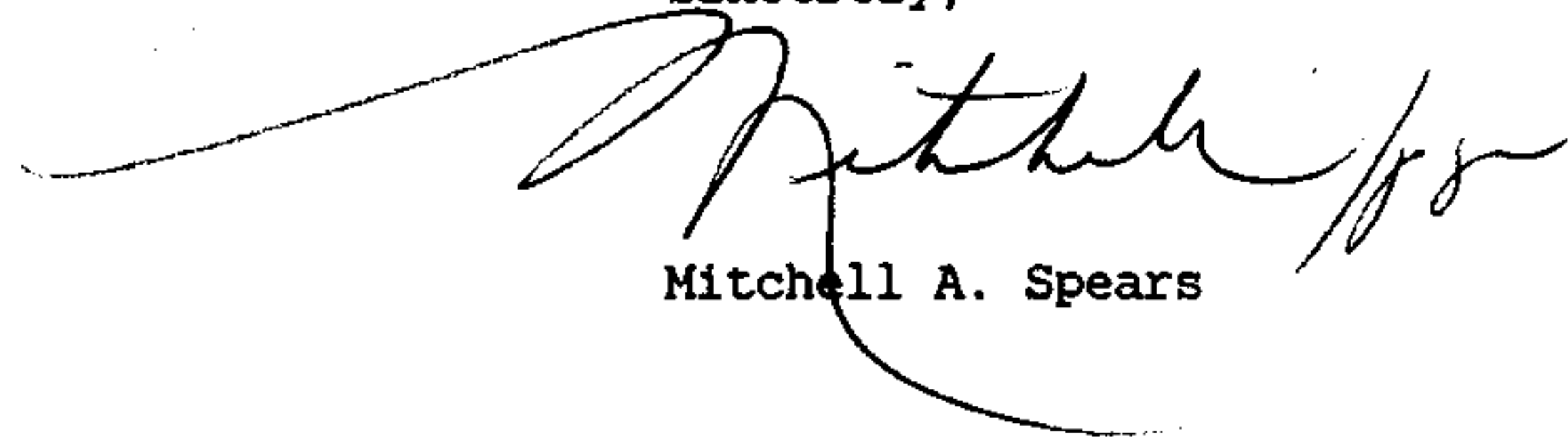
RE: The Flower Shop of Montevallo, Inc.
William Grady as Incorporator

Dear Chris:

I have hereto attached the original reservation of Corporate Name issued by the Secretary of State on May 11, 1998. As we have discussed, it is my understanding that you will be incorporating the above designated entity. Thus, I hereby authorize you to use the name designation which I have heretofore reserved for such corporation.

Should you have questions regarding this matter, do not hesitate to contact me.

Sincerely,



Mitchell A. Spears

Enclosure (1)

MAS:pfs

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:

The Flower Shop of Montevallo, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell A. Spears, PO Box 119, Montevallo, AL 35115 for a period of one hundred twenty days beginning May 11, 1998 and expiring September 9, 1998.



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.

May 11, 1998
Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

Inst # 1998-20591

06/04/1998-20591
11:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 SNA 90.00