



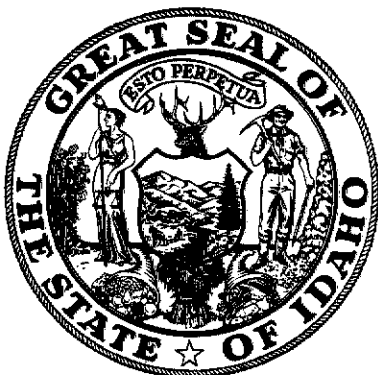
**CERTIFICATE OF INCORPORATION
OF**

ELAINE FRANCES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 26, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

ELAINE FRANCES, INC.

OCT 26 4 25 PM '08
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the Corporation is Elaine Frances, Inc.

II.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To own, operate and maintain the businesses involving the wholesale and retail sale and distribution of flowers, plants and flower arrangements, and the selling of merchandise and goods and the performing of services relating thereto.

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is 2,000 shares of \$100.00 par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Unless so changed, the number of directors shall be three (3).

The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Rita F. Harris	890 N. 11th E. Mountain Home, Idaho 83647
Desiree E. Mayes	Route 1, Box 880 Mountain Home, Idaho 83647
A. Gloria Swails	3405 East Highway 30 Mountain Home, Idaho 83647

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VII.

The Corporation shall have the authority in accordance with Idaho State law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense). Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of, any such actions, suits or proceedings brought against any such director, officer or person. Wherever in this section a director or officer is referred to, such reference shall include his executors and administrators.

VIII.

Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

X.

The names and places of residence of the incorporators are as follows:

Rita F. Harris
890 N. 11th E.
Mountain Home, Idaho 83647

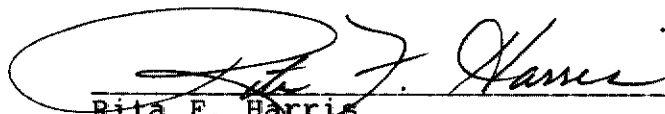
A. Gloria Swails
3405 East Highway 30
Mountain Home, Idaho 83647

Desiree E. Mayes
Route 1, Box 880
Mountain Home, Idaho 83647

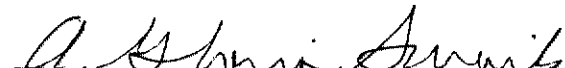
XI.

The registered office of this Corporation in the State of Idaho shall be 105 N. 2nd E. Street, Mountain Home, Idaho 83647, or such other place within the County of Elmore, as the Board of Directors may hereafter determine. The name of the registered agent at such address is Rita F. Harris.

DATED this 21st day of October, 1988.


Rita F. Harris



Desiree E. Mayes


A. Gloria Swails

STATE OF IDAHO)
) ss.
County of Elmore)

On this 21st day of October, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared RITA F. HARRIS, DESIREE E. MAYES and A. GLORIA SWAILS, known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Mountain Home
My Commission Expires: 2-8-94