



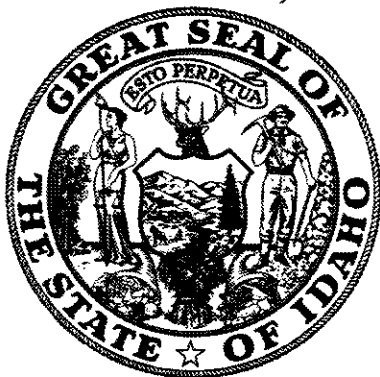
**CERTIFICATE OF INCORPORATION
OF**

MCKELVEY FLORAL, 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: June 17, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawkes*

Jan 17 4 32 PM '87
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

MCKELVEY FLORAL, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is MCKELVEY FLORAL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are: To engage in the business of selling plants and/or flowers and any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 50,000 with a par value of \$1.00.

FIFTH: The transfer of the shares of the Corporation are restricted and such restriction is specified in the By-Laws of the Corporation.

SIXTH: The holders of shares of stock in this Corporation are not entitled to preemptive rights to purchase additional shares of stock.

SEVENTH: The address of the initial registered office of the Corporation is 4846 Emerald Street, Boise, Idaho 83706, and the name of its initial registered agent at such address is Trent McKelvey.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are the incorporators and who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Trent McKelvey	300 Summit Ridge Boise, Idaho 83702
Virginia McKelvey	300 Summit Ridge Boise, Idaho 83702

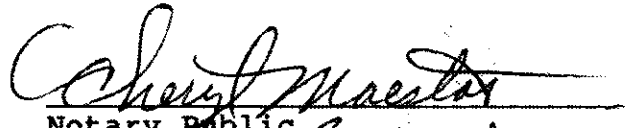
DATED this 17th day of June, 1987.


TRENT MCKELVEY


VIRGINIA MCKELVEY

STATE OF IDAHO)
) ss
County of Ada)

I, the undersigned, a notary public for Idaho, do hereby certify that on this 17 day of June, 1987, personally appeared before me, TRENT MCKELVEY and VIRGINIA MCKELVEY, who being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.


Notary Public
Residing at: Boise ID
Comm. Expires: 2-1-91