



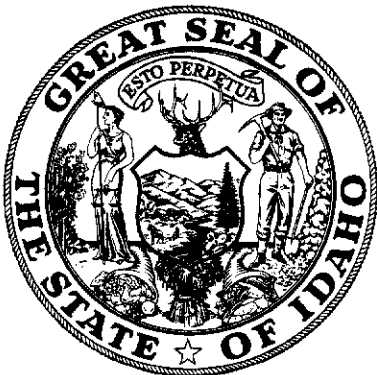
CERTIFICATE OF INCORPORATION  
OF

MOTHER EARTH AND DAUGHTERS 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: January 27, 1986



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
MOTHER EARTH AND DAUGHTERS FLORAL, INC.

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The undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is Mother Earth and Daughters Floral, Inc..

SECOND

The period of the duration is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are: The transaction of 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 ONE THOUSAND (1,000) at ONE DOLLAR (\$1.00) par value.

FIFTH

Provisions denying pre-emptive rights are: None.

SIXTH

Provisions for the regulation of the internal affairs of the Corporation are: Vested in the Board of Directors.

SEVENTH

The address of the initial registered office of the Corporation shall be 665 W. Anderson, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address shall be Barbara A. Hudman.

EIGHTH

The names and addresses of each Director and Incorporator are delineated below and 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 Shareholders or until her successors are elected and qualified are:

Barbara Hudman, 655 E. Anderson, Idaho Falls, Idaho

DATED this \_\_\_\_ day of December, 1985.

  
Barbara Hudman

January 17, 1986


CH  
Idaho Secretary of State  
Room 208, Statehouse  
Boise, ID 83720

ATTN: SALLY

Re: Mother Earth and Daughter's Floral, Inc.

Dear Sally:

By this letter and at the request of Mother Earth and Daughter's Floral, Inc. the undersigned as President of the corporation known as Mother Earth Floral, Inc. does hereby consent and agree that the application for a corporate certificate from the Idaho Secretary of State should be approved in that the undersigned hereby consents and agrees to use of said name for a new corporation filing.

  
MARTIE JAYNES, President