

ARTICLES OF INCORPORATION

OF

Mother Earth & Sun Floral, Inc.

97 OCT 27 AM 8:37
SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE ONE

The name of the corporation is **Mother Earth & Sun Floral, Inc.**

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are to:

- (1) Sell natural and artificial flowers, floral arrangements, houseplants, and other flora products together with interior decorating items, and related items on retail and wholesale levels. This corporation is also expected to offer delivery services of its products to its customers.
- (2) Maintain on a contract or other basis plants and other flora items owned by businesses and individuals.
- (3) To do all and everything necessary and proper for the accomplishment of the objectives hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation.

The foregoing clauses shall be construed both as to purposes and to powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of

IDAHO SECRETARY OF STATE

10/27/1997
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Idaho; provided that no purpose stated above will authorize this corporation to be organized for or to transact any business in this state which is prohibited by the Idaho Business Corporation Act, as now written or as hereafter amended; and further provided that no purpose stated above will authorize this corporation to violate any other law, statute, regulation or ordinance of Idaho or the Government of the United States of America.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock with no par value.

ARTICLE FIVE

The name of the initial registered agent is Kathy Johnson whose address is 754 Grace Avenue Idaho Falls, Idaho, 83402.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of at least Two Hundred Dollars and No Cents (\$200.00) consisting of money, labor and property actually received.

ARTICLE SEVEN

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 to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Kathy Johnson	754 Grace Avenue Idaho Falls, Idaho, 83402
Laurie Adamson	858 Singletree Idaho Falls, Idaho, 83402

ARTICLE EIGHT

The name and address of each incorporator are:

Name

Address

Kathy Johnson

754 Grace Avenue
Idaho Falls, Idaho, 83402

Laurie Adamson

858 Singletree
Idaho Falls, Idaho, 83402

DATED: This 24 day of October, 1997.

Kathel Johnsen

Kathy Johnson

Laurie Adamson
Laurie Adamson

Laurie Adamson

STATE OF IDAHO)
) ss
County of Bonneville)

I, David A. Johnson, a notary public, do certify that on the ____ day of October, 1997, personally appeared before me Kathy Johnson and Laurie Adamson who being by me first duly sworn, declared that they are the persons acting as incorporators, and that they signed the foregoing document, and that the statements therein contained are true.

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David A. Johnson

Notary Public for Idaho

My Commission Expires: 9/5/2003