



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FLOWERS BY L.D., 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: **July 12, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

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SEC. OF STATE
ARTICLES OF INCORPORATION
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OF

FLOWERS BY L.D., INC.

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

1. NAME: The name of the corporation is Flowers By L.D., Inc.
2. DURATION: The period of it's duration is perpetual.
3. PROFIT: This is a profit corporation.
4. PURPOSES: The purpose or purposes for which the corporation is organized is for the sale of floral goods and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares of no par value common stock.
6. PRE-EMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
7. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided

by the corporation's By-Laws, including restrictions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:

L.D. Wolfley

and the initial registered office is:

822 N. Main
Pocatello, ID 83204

9. BOARD OF DIRECTORS: There shall be no Board of Directors. Pursuant to Idaho Code §30-1-35 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation as provided by the corporation's By-Laws.

10. INCORPORATORS: The names and addresses of each incorporator are:

L.D. Wolfley
822 N. Main
Pocatello, Idaho 83204

Terrianne Wolfley
822 N. Main
Pocatello, Idaho 83204

DATED this 10th day of July, 1990.

L.D. Wolfley
L.D. WOLFLEY

Terrianne Wolfley
TERRIANNE WOLFLEY

STATE OF IDAHO)
 : ss
County of Bannock)

On this 10th day of July, 1990, before me, the undersigned, Notary Public in and for said State, personally appeared L.D. WOLFLEY and TERRIANNE WOLFLEY, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)

Kurt Hays
NOTARY PUBLIC FOR IDAHO
Residing at: McCall
Commission expires: 12/14/95