



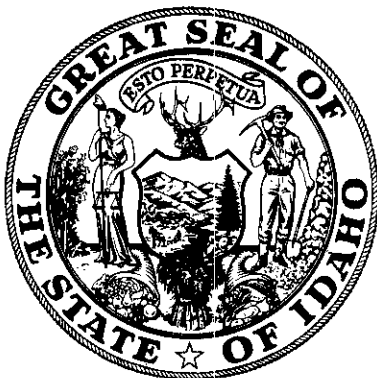
CERTIFICATE OF INCORPORATION  
OF

FOX FLORAL OF IDAHO, 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: December 20, 1985



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION OF  
FOX FLORAL OF IDAHO, INC.

\*--\*--\*--\*--\*--\*--\*--\*--\*

THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

I

The name of the corporation is Fox Floral of Idaho, Inc.

II

The period of its duration is perpetual.

III

The or purposes for which the corporation is organized are:

A. The retail sale of flowers, gifts, and small decorating objects and accessories for individuals and businesses.

B. To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business of a floral, gift shop.

C. To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into,

make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

D. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, and other evidences of indebtedness.

E. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things, and business in any way connected therewith or auxiliary thereto.

F. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	100	No	100

V

Provisions denying preemptive rights are: None.

VI

Provisions for the regulation of the internal affairs of the corporation are: None.

VII

The Address of the initial registered office of the corporation is 647 Main Avenue West, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Vernon Royce Kline.

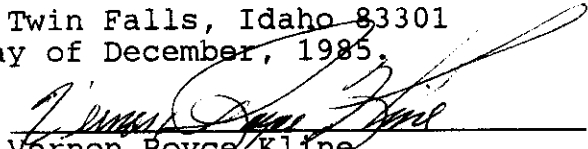
VIII

The number of directors constituting the initial board of directors of the corporation is one (1). This number may be changed by the bylaws of the corporation, 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:

<u>NAME</u>	<u>ADDRESS</u>
Vernon Royce Kline	647 Main Avenue West Twin Falls, Idaho 83301

IX


The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Vernon Royce Kline	647 Main Avenue West Twin Falls, Idaho 83301
DATED This <u>17</u>	day of December, 1985.
	 Vernon Royce Kline

STATE OF IDAHO                    )  
  )  
County of Twin Falls            )

On this 17 day of December, 1985, before me, the undersigned Notary Public in and for said County and State, personally appeared Vernon Royce Kline, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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: Twin Falls.

SECRET

DEC 20 1985

CONSENT TO USE OF CORPORATE NAME

COMES NOW Daryl Dryden, President and Director of the Idaho corporation known as "Fox Floral, Inc.," and hereby gives authority and consent for the use of the name "Fox Floral of Idaho, Inc.," for an Idaho corporation. Further, Daryl Dryden, on behalf of Fox Floral, Inc. hereby acknowledges and accepts to the similarity of names between Fox Floral, Inc. and Fox Floral of Idaho, Inc., and hereby releases on behalf of Fox Floral, Inc., the Secretary of State, of the State of Idaho from any and all liability which they might incur by allowing the similar name of Fox Floral of Idaho, Inc. to be used as a corporate name.

DATED This 17 day of December, 1985.

Fox Floral, Inc.

By Daryl Dryden President  
Daryl Dryden, President

(corporate seal)

STATE OF IDAHO                    )  
  )    ss.  
County of Twin Falls            )

On this 17 day of December, 1985, before me, the undersigned notary public; in and for said county and state, personally appeared Daryl Dryden, known to me to be the person whose name is subscribed to the foregoing consent, and acknowledged to me that he executed the same.

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

[Signature]  
NOTARY PUBLIC for IDAHO

Residing at: Twin Falls