



Whereas,

ARTICLES OF INCORPORATION OF CITY FLOWERS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

DEPT. OF RECORDS 113.25
 TR222 TRAN 05/07/15/88 15:25:09
 #1046 # 1 1-03-88 136346
 COOK COUNTY RECORDER

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand, and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 13TH
day of JUNE *AD. 19* 88 *and*
of the Independence of the United States
the two hundred and 12TH



Jim Edgar
 SECRETARY OF STATE

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Property of Cook County Clerk's Office

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BCA-2.10 (Rev. Jul. 1984)

5 0 3 1 3 File # 4

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate
Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".
DO NOT SEND CASH!

This Space For Use By Secretary of State
Date 6-13-88
License Fee \$ 5,000
Franchise Tax \$ 25,000
Filing Fee \$ 7500
Clerk m/10000

ARTICLES OF INCORPORATION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is City Flowers, Inc.
(Shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent	Deirdre	Clark	Bordelon
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	188 W.	Randolph	1727
	<i>Number</i>	<i>Street</i>	<i>Suite # (A.P.O. Box alone is not acceptable)</i>
	Chicago,	60601	Cook
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

The transaction of any or all lawful purposes for which companies may be incorporated under the Illinois Business Corporation Act of 1983.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	N/A	5000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	N/A	500	\$ 10,000
			\$
			\$
			\$
TOTAL			\$ 10,000

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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Form BCA-2.10

File No. _____

ARTICLES OF INCORPORATION

FILED

JUN 13 1988

JIM EDGAR
SECRETARY OF STATE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation:
FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$5.00; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUES

Consideration to be Received	TOTAL DUES
up to \$1,000	\$75.00
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$120.00
\$100,000	\$225.00

Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
 Secretary of State
 Springfield, Illinois 62756
 Telephone: (217) 782-6961

*Return to Borden + Lewis
 STE. 1727
 153 W. Randolph
 Chicago, IL 60601*

Property of Cook County Clerk's Office

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

<p>1. <u>4200 Marine Drive</u> <u>Chicago IL 60613</u></p> <p>2. _____ _____ <u>Chicago IL 60613</u></p>	<p>1. <u>Gary R. Smith</u> <u>4200 Marine Drive</u> <u>Chicago IL 60613</u></p> <p>2. _____ _____ <u>Chicago IL 60613</u></p>
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Dated May 31, 19 88

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

NAMES & ADDRESSES OF INCORPORATORS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

ARTICLE EIGHT OTHER PROVISIONS

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE SEVEN OPTIONAL

Name	Residential Address
Gary R. Smith	4200 Marine Drive, Chicago, IL 60613
Zelma F. Smith	2045 East Ave., Baxter Springs, KS 66713
David G. Foster	4200 Marine Drive, Chicago, IL 60613

ARTICLE SIX OPTIONAL

The number of directors constituting the initial board of directors of the corporation is 3 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 be elected and qualify are:

639312888