



M010000002447

ACCOUNT NO. : 072100000032

REFERENCE : 455890 4323941

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ ~~20.00~~ *125.00*

ORDER DATE : August 31, 2001

ORDER TIME : 4:02 PM

ORDER NO. : 455890-050

CUSTOMER NO: 4323941

CUSTOMER: Ms. Elinor L. Bozzone
Roll International Corporation
10th Floor
11444 West Olympic Blvd.
Los Angeles, CA 90064

RECEIVED
01 OCT 30 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: TELEFLORA LLC

600004660086-16

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER:

JP
10-31-01

01 OCT 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Teleflora LLC
(Name of foreign limited liability company)
2. Delaware 3. 95-4604723
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/8/96 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 10/25/01
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 11444 West Olympic Boulevard - 4th Floor
Los Angeles, CA 90064
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Roll International Corporation

11444 West Olympic Boulevard - 10th Floor

Los Angeles, California 90064

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 30 AM 9:45
AFFIDAVIT
AND
FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Floral Wire Service and Related Activities

Jean A Cooper
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JEAN A. COOPER, V.P. Roll Int'l Corporation
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Teleflora LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

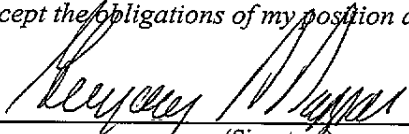
Tallahassee FL 32301
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEFLORA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

01 OCT 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2682290 8300

010536562

AUTHENTICATION: 1411776

DATE: 10-26-01