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P96000104320

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 204533 7104894

AUTHORIZATION :

Patricia Pizjuts

COST LIMIT : \$ 175.00

ORDER DATE : December 30, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 204533-005

CUSTOMER NO: 7104894

J0002040998--5

CUSTOMER: Ms. Suzanne M. Bannister
SUZANNE M. BANNISTER

Suite 202
400 East Highway 436
Casselberry, FL 32707

DOMESTIC FILING

NEED TWO CERT. COPIES

NAME: 1-800-ROSES USA, INC.

EFFECTIVE DATE:

EFFECTIVE DATE
Dec 26, 1996

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
95 DEC 30 PM 4:10
STATE OF FLORIDA

RECEIVED
95 DEC 30 AM 11:24
DIVISION OF CORPORATION

Rmc
12/30/96

ARTICLES OF INCORPORATION

OF

1-800-ROSES USA, INC.

FILED
95 DEC 30 PM 4:10
TALLAHASSEE STATE
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **1-800-ROSES USA, INC.**

ARTICLE II. PRINCIPAL OFFICE

EFFECTIVE DATE
Dec. 26, 1996

The address of the principal office of this corporation shall be: **400 East Highway 436, Suite 209, Casselberry, Florida 32707**, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of operating flower shops, arranging for delivery; flowers, plants and gift baskets and also to receive orders for flowers and floral products that may need to be transmitted across the country to participating florists in the vicinity of the recipient, and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be: **400 East Highway 436, Suite 209, Casselberry, Florida 32707**.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is **December 26, 1996**.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

Americo Antunes

*400 East Highway 436, Suite 209
Casselberry, Florida 32707*

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Americo Antunes

*400 East Highway 436, Suite 209
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

26TH day of December, 19 96



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned ^{95 DEC 29 4:10} corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state ^{STATE} of Florida. _{FLORIDA}

1. The name of the corporation is: *1-800-ROSES USA, INC.*

2. The name and address of the registered agent and office is:

*Americo Antunes
400 East Highway 436, Suite 209
Casselberry, Florida 32707*

SIGNATURE 

TITLE *Director*

DATE *December 26, 1996*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE 

DATE *December 26, 1996*