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ACCOUNT NO. : 072100000032

REFERENCE : 749765 7178144

AUTHORIZATION :

Patricia Pigante

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 2000

ORDER TIME : 4:28 PM

800003309428--7

ORDER NO. : 749765-010

CUSTOMER NO: 7178144

CUSTOMER: Shelley Kaye, Paralegal
Gerald Stevens, Inc.
Suite 300
301 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

FOREIGN FILINGS

NAME: A.G.A. FLOWERS, INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 29 PM 4:40

FILED
00 JUN 29 AM 9:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1312 6/29

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 29 AM 9:35

1. A.G.A. FLOWERS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 88-0434339

(FEI number, if applicable)

4. 8/5/99

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 639 Isbell Road, Suite 390

Reno, NV 89509

(Current mailing address)

Importer and Distributor of Floral and Gift Products

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Patricia J. Piquet

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas L. Boesen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas L. Boesen
(Typed or printed name and capacity of person signing application)

LIST OF DIRECTORS AND OFFICERS
A.G.A. FLOWERS, INC.
a Nevada corporation

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00 JUN 29 AM 9:35

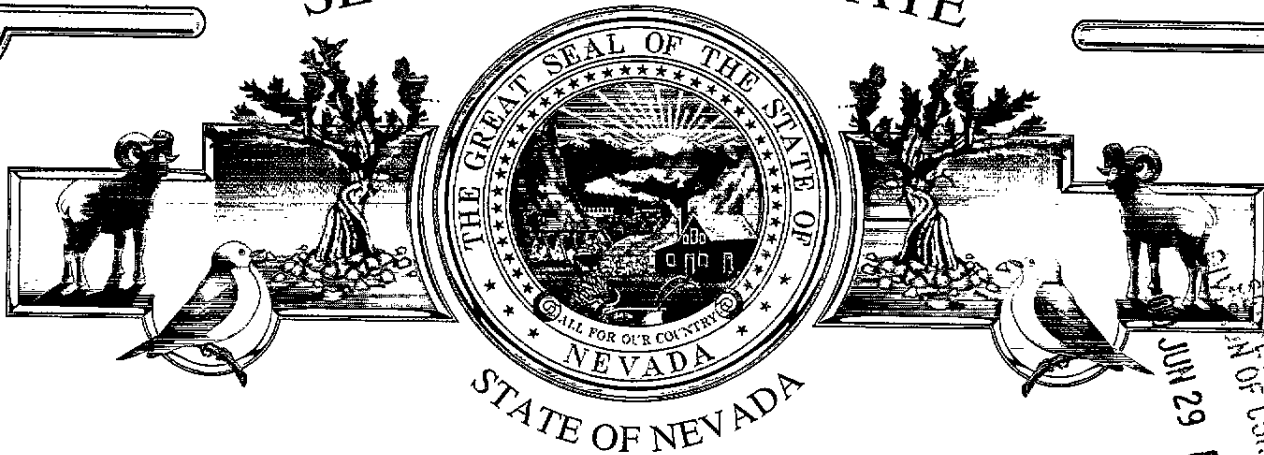
DIRECTORS:

Thomas L. Boesen	3422 Beaver Avenue Des Moines , IA 50310
Dennis E. Norton	2900 Washtenaw Avenue Ypsilanti, MI 48197
John S. Shaub	1800 Eller Drive Fort Lauderdale, FL 33301

OFFICERS:

Thomas L. Boesen	President 3422 Beaver Avenue Des Moines , IA 50310
Doris J. Krick	Vice President & Treasurer 639 Isbell Road, Suite 390 Reno, NV 89509
Dennis E. Norton	Secretary 2900 Washtenaw Avenue Ypsilanti, MI 48197

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
STATE
SECRETARY OF CORPORATIONS
JUN 29 AM 9:35

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **A.G.A. FLOWERS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 5, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 27, 2000.



Dean Heller

Secretary of State

By

Joann Larson

Certification Clerk