

**F00000005163**

**BRIAN W. BROAD, P.A.**

ATTORNEY AT LAW

1300 NORTH FEDERAL HIGHWAY, SUITE 107

BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

561 - 394 - 2321

August 11, 2000

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/14/00--01096--021  
\*\*\*\*122.50 \*\*\*\*\*78.75

W-20161

RE: Giftbaskets.com, Inc.

Dear Sir or Madam:

Enclosed please find an original Application by Foreign Corporation for Authorization to Transact Business in Florida, with Designation and Acceptance of Registered Agent/Registered Office, together with a check payable to the Secretary of State in the amount of \$122.50.

In addition, enclosed please find a copy of a Certificate of Incorporation from the State of Delaware, as I understand an original is not available nor required.

In the event of any questions or comments, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

BWB/sm

00-787/letter state foreign

Enclosures

FILED  
00 SEP 12 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
9/14



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 16, 2000

BRIAN W. BROAD, P.A.  
1300 NORTH FEDERAL HWY, STE 107  
BOCA RATON, FL 33432

SUBJECT: GIFTBASKETS.COM, INC.  
Ref. Number: W00000020161

We have received your document for GIFTBASKETS.COM, INC. and your check(s) totaling \$122.50 of which \$78.75 has been applied to file the other document(s)-leaving a balance of \$43.75 to file this document. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 800A00044047

FILED  
00 SEP 12 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:*

1. GiftBaskets.Com, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 65-1023013  
(FEI number, if applicable)
4. May 19, 2000  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 2000  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 600 S. Federal Hwy., #221  
Deerfield Beach, FL 33441  
(Current mailing address)
8. Any lawful act or activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: Marc Malaga  
Office Address: 600 S. Federal Hwy., #221  
Deerfield Beach, Florida, 33441  
(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.*

Marc Malaga

(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)

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

Chairman: Marc Malaga

Address: 600 S. Federal Hwy., Deerfield Beach, FL 33441 #221

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Marc Malaga

Address: 600 S. Federal Hwy., #221, Deerfield Beach, FL 33441

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Marc Malaga

Address: 600 S. Federal Hwy., #221  
Deerfield Beach, FL 33441

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Marc Malaga

Address: 600 S. Federal Hwy., #221  
Deerfield Beach, FL 33441

Treasurer: Marc Malaga

Address: 600 S. Federal #221, Deerfield Beach, FL 33441

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

13. Marc Ma  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marc Malaga, (President)  
(Typed or printed name and capacity of person signing application)

FILED  
00 SEP 12 AM 11:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

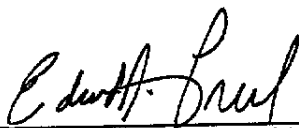
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIFTBASKETS.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2000.

FILED  
00 SEP 12 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

3232274 8300

AUTHENTICATION: 0644395

001430500

DATE: 08-29-00