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Writer's e-mail: lsteinberg@mbhlawyer.com

September 19, 2000

BY FEDERAL EXPRESS

Registration Section
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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2998.75 **70.00

Re: Registration of: E.B.K. Enterprises, Inc.
Shepherd Management Incorporated
FSI, Ltd., a California limited partnership
Shepherd Associates, Ltd., a California limited
partnership
Floral Supply Syndicate

Our File No.: 309-2-004

Dear Sirs:

In connection with the above referenced matters, we enclose:

1. As to E.B.K. Enterprises, Inc.:
 - a. Transmittal Letter;
 - b. Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate;
 - c. Certificate of Status issued by State of California dated September 14, 2000;
 - d. Filing Fee of \$70.00.*
2. As to Shepherd Management Incorporated:
 - a. Transmittal Letter;
 - b. Application by Foreign Corporation for Authorization to Transact Business

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DIVISION OF CORPORATIONS
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- in Florida, in duplicate;
 - c. Certificate of Status issued by State of California dated September 14, 2000; and
 - d. Filing Fee of \$70.00.*
- 3. As to FSI, Ltd., a California limited partnership:
 - a. Transmittal Letter;
 - b. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, together with Affidavit of Capital Contributions for a Foreign Limited Partnership, in duplicate;
 - c. Certificate of Good Standing issued by State of California dated September 5, 2000;
 - d. Filing Fee of \$1,365.00.*
 - e. Registered Agent Designation Fee of \$35.00.*
- 4. As to Shepherd Associates, Ltd., a California limited partnership:
 - a. Transmittal Letter;
 - b. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, together with Affidavit of Capital Contributions for a Foreign Limited Partnership, in duplicate;
 - c. Certificate of Good Standing issued by State of California dated September 5, 2000;
 - d. Filing Fee of \$1,365.00;*
 - e. Registered Agent Designation Fee of \$35.00.*
- 5. As to Floral Supply Syndicate:
 - a. Transmittal Letter;
 - b. Partnership Registration Statement, in duplicate. In that regard, we ask that the Florida Registration Numbers for E.B.K. Enterprises, Inc., FSI, Ltd., and Shepherd Associates, Ltd. be inserted where necessary;
 - c. Filing Fee and Certificate of Status of \$58.75.

The above fees marked with an * total \$2,998.75 and accordingly we enclose herewith our firm's trust check made payable to Florida Department of State in the amount of \$2,998.75 in payment thereof. We will appreciate the processing of the enclosed documentation and letting us have the

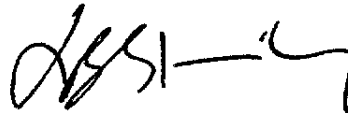
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Certificate of Status for Floral Supply Syndicate as soon as possible.

If you have any questions with regard to the above, please do not hesitate to contact me.

Very truly yours,

MOMBACH, BOYLE & HARDIN, P.A.

A handwritten signature in black ink, appearing to read 'LBS-4', is written over the printed name.

Lawrence B. Steinberg

LBS:if
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: E.B.K. ENTERPRISES, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Lawrence B. Steinberg, Esq.

(Name of Person)

Mombach, Boyle & Hardin, P.A.

(Firm/Company)

500 East Broward Boulevard, Suite 1950

(Address)

Fort Lauderdale, Florida 33394

(City/State and Zip code)

For further information concerning this matter, please call:

Lawrence B. Steinberg

(Name of Person)

at (954) 467-2200

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

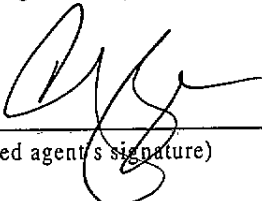
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|--------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
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**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. EBK, ENTERPRISES, 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. CALIFORNIA 3. 95-3305861
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. February 9, 1978 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3800 Via Pescador, Camarillo, CA 93011
(Principal office address)
P.O. Box 1305, Camarillo, CA 93011
(Current mailing address)
8. Any lawful act or activity, other than the banking or trust business or a profession.
(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: Conrad J. Boyle, Esq.
Office Address: 500 East Broward Boulevard, Suite 1950
Fort Lauderdale, Florida 33394
(City) (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.


(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard Kanner

Address: 3800 Via Pescador, P.O. Box 1305
Camarillo, CA 93011

Vice Chairman: _____

Address: _____

Director: Edwin B. Kanner

Address: 3800 Via Pescador, P.O. Box 1305
Camarillo, CA 93011

Director: _____

Address: _____

B. OFFICERS

President: Richard Kanner

Address: 3800 Via Pescador, P.O. Box 1305
Camarillo, CA 93011

Vice President: _____

Address: _____

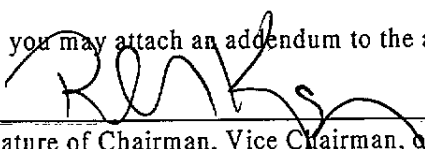
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Richard Kanner - Director/President
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **9th day of February 1978, E.B.K. ENTERPRISES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

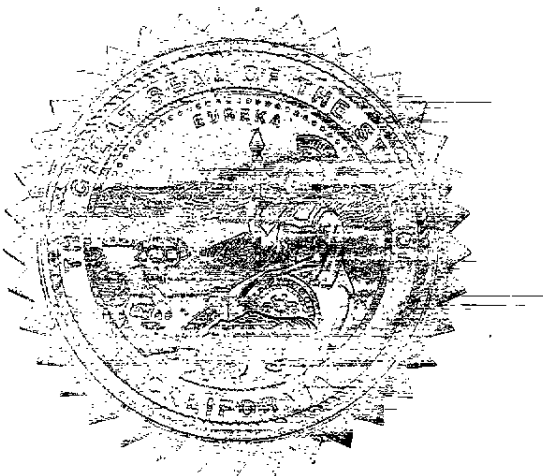
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of September 14, 2000.



Bill Jones
BILL JONES
Secretary of State

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