

SEP-11-2003 10:18

Division of Corporations

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Florida Department of State
Division of Corporations
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Backdate to Sept. 4 per Jeff

FOREIGN PROFIT QUALIFICATION

Proflowers, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 4, 2003

CT CORPORATION SYSTEM

SUBJECT: PROFLOWERS, INC.
REF: W03000025273

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Based upon information provided by the Florida Department of Revenue pursuant to section 213.053(14), Florida Statutes, it appears that PROFLOWERS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates February 6, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5750.00.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000267767
Letter Number: 803A00049405

**C L I F F O R D
C H A N C E**

CLIFFORD CHANCE US LLP

3811 VALLEY CENTRE DRIVE
SECOND FLOOR
SAN DIEGO CA 92130 3318

TEL +1 858 720 3500
FAX +1 858 720 3501
www.cliffordchance.com

Leah M. Chan
Associate

DIRECT TEL +1 858 720 3520
DIRECT FAX +1 858 720 3501
leah.chan@cliffordchance.com
admitted in California and New York

September 9, 2003

Trevor Brumbley
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Proflowers, Inc.
REF: W03000025273

Dear Ms. Brumbley:

Thank you for your letter dated September 4, 2003 regarding Proflowers, Inc.'s (the "Company") filing of the "Application for Authority to Transact Business in Florida" (the "Application").

You indicated that the Application could not be filed because of two reasons. The first reason was that the Company had been transacting business in the State of Florida since February 6, 1998. The date you indicated in your letter was the Company's initial date of incorporation in the State of Delaware. The Company did not begin transacting business until December 1999, and I have so indicated on the revised Application attached to this letter.

The second reason the Company's Application was not filed was due to the fact that the Company could not serve as its own registered agent. The Company has appointed Abraham Wynerle as the registered agent for the Company in the State of Florida, and I have so indicated on the revised Application.

Please do not hesitate to contact me should you have any additional questions with respect to the Company's Application.

Thank you very much for your help and attention to this matter.

Very truly yours,



Leah M. Chan

cc: Rex Bosen

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. Proflowers, 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. N/A

(FEI number, if applicable)

4. February 6, 1998

(Date of incorporation)

5. Perpetual

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

6. December 1, 1999

(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. 5005 Wateridge Vista Drive, Second Floor, San Diego, CA 92121

(Principal office address)

5005 Wateridge Vista Drive, Second Floor, San Diego, CA 92121

(Current mailing address)

8. To engage in any lawful activity under the laws of Delaware.

(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: Abraham Wynerlo

Office Address: 1351 Northwest 78th Avenue

Miami

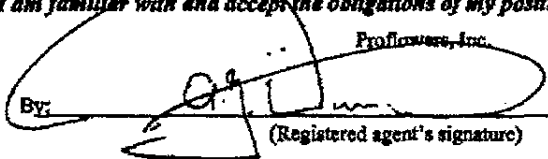
(City)

, Florida 33126

(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.

By: 

(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 business addresses of officers and/or directors:**A. DIRECTORS**Chairman: Joel CitronAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121Vice Chairman: N/A

Address: _____

Director: Jared P. SchutzAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121Director: Joseph Kennedy IIAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

(Please see attachment for additional Directors)

B. OFFICERSPresident: Abraham WymperleAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121Vice President: Rex BosenAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121Secretary: N/A

Address: _____

Treasurer: Rex BosenAddress: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

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

13. Rex Bosen

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

14. Rex Bosen, Vice President, Finance & Accounting Corporate Treasurer

(Typed or printed name and capacity of person signing application)

Profflowers, Inc.

Application by Foreign Corporation for Authorization to Transact Business in Florida

Item 12 (continued)

A. Directors

Director: Arthur Laffer

Address: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

Director: Stephen Schutz

Address: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

Director: William Strauss

Address: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

Director: Abraham Wimperle

Address: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

B. Officers

Chief Executive Officer
and Assistant Secretary: William Strauss

Address: 5005 Wateridge Vista Dr., 2nd Floor, San Diego, CA 92121

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Delaware

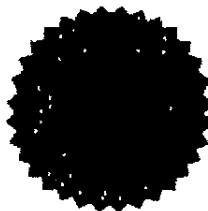
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFLOWERS, 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 FOURTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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030570361

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2614439

DATE: 09-04-03