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TALLAHASSEE, FLORIDA

2008 SEP 15 P 1:37

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SEP 16 2008
D. A. WHITE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NAPCO Marketing Corp.

(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:

Tom Trick

(Name of Person)

NAPCO Marketing Corp.

(Firm/Company)

7800 Bayberry Rd

(Address)

Jacksonville, FL 32256

(City/State and Zip code)

For further information concerning this matter, please call:

Tom Trick

(Name of Person)

at (904) 737-8500

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2008

TOM TRICK
NAPCO MARKETING CORP.
7800 BAYBERRY RD
JACKSONVILLE, FL 32256

SUBJECT: NAPCO MARKETING CORP.
Ref. Number: W08000041647

We have received your document for NAPCO MARKETING CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 008A00049116

**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. NAPCO Marketing Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 80-0216695

(FEI number, if applicable)

4. 7/7/08

(Date of incorporation)

5. Perpetual

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

6. 7/21/08

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7800 Bayberry Rd, Jacksonville, FL 32256

(Principal office address)

Same as above

(Current mailing address)

8. Wholesale of floral hard goods/supplies

(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 NOT acceptable)

Name:

Thomas Trick

Office Address:

7800 Bayberry Rd

Jacksonville

(City)

, Florida 32256

(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.

Thomas Trick

(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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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: James F. McCann

Address: One Old Country Road, Suite 500
Carle Place, NY 11514

Vice Chairman: Christopher McCann

Address: One Old Country Road, Suite 500
Carle Place, NY 11514

Director: William E. Shea

Address: One Old Country Road, Suite 500
Carle Place, NY 11514

Director: _____

Address: _____

B. OFFICERS

President: Christopher McCann

Address: One Old Country Road, Suite 500
Carle Place, NY 11514

Vice President: David Bailys

Address: 7800 Bayberry Road
Jacksonville, FL 32256

Secretary: Jerry Gallagher

Address: One Old Country Road, Suite 500, Carle Place, NY 11514

Treasurer: William E. Shea

Address: One Old Country Road, Suite 500, Carle Place, NY 11514

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. William E. Shea - Treasurer

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAPCO MARKETING CORP." 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 SEVENTH DAY OF JULY, A.D. 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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080760676

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6709864

DATE: 07-07-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:26 PM 07/07/2008
FILED 02:16 PM 07/07/2008
SRV 080760676 - 4571448 FILE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
NAPCO MARKETING CORP.**

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is Napco Marketing Corp.

SECOND. The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class.

FIFTH. The incorporator of the corporation is Stephen P. Gruberg, Esq., whose mailing address is Cahill Gordon & Reindel LLP, 80 Pine Street, New York, New York 10005.

SIXTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

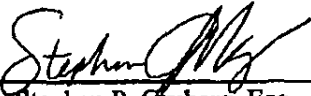
TENTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The names and mailing addresses of each person who will serve as the initial directors of the corporation until the first annual meeting of stockholders of the corporation, or until successors are duly elected and qualified, are:

Christopher G. McCann
1-800-FLOWERS.COM., Inc.
One Old Country Road, Suite 500
Carle Place, NY 11514

James F. McCann
1-800-FLOWERS.COM., Inc.
One Old Country Road, Suite 500
Carle Place, NY 11514

William E. Shea
1-800-FLOWERS.COM., Inc.
One Old Country Road, Suite 500
Carle Place, NY 11514

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed on this the 7th day of July, 2008.



Name: Stephen P. Gruberg, Esq.
Incorporator

ANNEX B

[see attached]

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TALLAHASSEE, FLORIDA