

F95000001939

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500001430905
-03/16/95--01005--001
*****70.00 *****70.00

SUBJECT: Petals Factory Outlet of Delaware, 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:

Thomas E. Mignanelli
(Name of Person)
Petals Factory Outlet of Delaware, Inc.
(Firm/Company)
300 Central Ave.
(Address)
White Plains, NY 10606
(City, State and Zip Code)

95/4/20
95 APR 20 PM 3:04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Thomas Mignanelli at (914) 946-7373
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 16, 1995

THOMAS E. MIGNANELLI
PETALS FACTORY OUTLET OF DELAWARE, INC.
300 CENTRAL AVE.
WHITE PLAINS, NY 10606

SUBJECT: PETALS FACTORY OUTLET OF DELAWARE, INC.
Ref. Number: W95000005914

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:04

We have received your document for PETALS FACTORY OUTLET OF DELAWARE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00011879

Petals

300 Central Avenue, White Plains, N.Y. 10606-1227

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:04

April 17, 1995

Ms. Jennifer Sindt, Document Examiner
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

No Penalties due per Karen & Lyn
See #P18550
Amended 1993 Annual Report

Dear Ms. Sindt:

Pursuant to our conversation today regarding your March 16, 1995 letter informing Petals Factory Outlet of Delaware, Inc. of a \$1,400 penalty under Florida statutes section 607.1502 (4) and/or 617.1502 (4), please know the following:

- o On August 8, 1993, an amended 1993 Corporation Annual Report was filed with a check for \$61.25 resulting from the acquisition of specific assets of Corham, Inc. by Petals Factory Outlet of Delaware, Inc. (see attached amended report and check). The amended report was prepared based upon a response from a representative from the Florida Department of State to our question regarding how to effect changes to our organization as of June 23, 1993.
- o On April 27, 1994, Petals Factory Outlet of Delaware filed the 1994 Corporation Annual Report with a check for \$208.75 (attached). This check was cashed and no communication from the Florida Department of State was issued to us indicating our organization was not properly registered for business.
- o On March 7, 1995, Petals filed an application by Foreign Corporation for authorization to transact business in Florida.

Based upon the above, it is obvious Petals, in good faith, attempted to effect its' change of organization dated June 22, 1993. The company has paid and submitted the Corporation Annual Report for 1993 and 1994. The company has paid all its' taxes and

Petals®

Page 2

conducted itself lawfully within the State of Florida. As such, I request that you reconsider the \$1,400 penalty and rescind your notice dated March 16, 1995.

Should you have any questions, please contact me at (914) 945-7373. Thank you in advance for your cooperation in this matter.

Best regards,
PETALS



James Stiff
Assistant Controller

JS/dl
Attachment
c 417/j

cc: Thomas E. Mignanelli, Petals

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:04

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

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

1. Petals Factory Outlet of Delaware, 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. 13-3290664
(FEI number, if applicable)
4. 9/12/85
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 6/23/93
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 300 Central Ave.
White Plains, NY 10606
(Current mailing address)
8. Assembly and warehousing of home accessories
(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:
Name: CT Corporation System
Office Address: 40 CT Corporation System 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:30

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

A. DIRECTORS

Chairman: Drew Brown

Address: 300 Central Ave.
White Plains, NY 10606

Vice Chairman: NONE

Address: _____

Director: Randall Corelli

Address: 300 Central Ave.
White Plains, NY 10606

Director: John Corelli

Address: 300 Central Ave.
White Plains, NY 10606

B. OFFICERS

President: Randall Corelli

Address: 300 Central Ave.
White Plains, NY 10606

Vice President: John Corelli

Address: 300 Central Ave.
White Plains, NY 10606

Secretary: Chris Corelli

Address: 300 Central Ave.
White Plains, NY 10606

Treasurer: Thomas E. Mignanelli

Address: 300 Central Ave.
White Plains, NY 10606

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:04

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

13. By: T.E. Mignanelli
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas E Mignanelli Vice President of finance
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PETALS FACTORY OUTLET OF DELAWARE, 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-FIRST DAY OF FEBRUARY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 3:04




Edward J. Freel, Secretary of State

2071071 8300

950027192

AUTHENTICATION: 7415318

DATE: 02-21-95