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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED 11 15 1993
06/27/95 11039-002
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SUBJECT: BEALL'S ROSES, 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:

Johna Beall
(Name of Person)
Beall's Roses, Inc.
(Firm/Company)
5606 - 6th Avenue South
(Address)
Seattle, WA 98108
(City, State and Zip Code)

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

Johna Beall at (206) 762 - 1232
(Name of Person) Area Code & Daytime Telephone Number

RECEIVED
DIVISION OF CORPORATIONS
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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

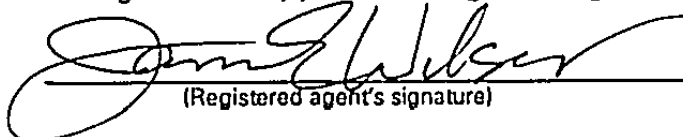
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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. BEALL'S ROSES, 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. Washington 3. 91-0565173
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1914 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 3, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5606 - 6th Avenue South
Seattle, WA 98108
(Current mailing address)
8. Rose growing and wholesale sales
(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: James E. Wilson
Office Address: 9050 Pines Boulevard, Suite 305
Pembroke Pines, Florida, 33024
(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.

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: Elaine V. Beall

Address: 6121 NE 175th St., Apt B303
Seattle, WA 98155

Vice Chairman: _____

Address: _____

Director: Johna Beall

Address: 16924 - 35th Ave. NE
Seattle, WA 98155

Director: _____

Address: _____

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

President: Johna Beall

Address: 16924 - 35th Ave. NE
Seattle, WA 98155

Vice President: Elaine V. Beall

Address: 6121 NE 175th St., Apt B303
Seattle, WA 98155

Secretary: Johna Beall

Address: 16924 - 35th Ave. NE
Seattle, WA 98155

Treasurer: Janice Nishimori

Address: 120 130th Ave SE, Bellevue, WA 98005

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

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

14. Johna Beall, President & CEO
(Typed or printed name and capacity of person signing application)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 9:42

STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

BEALL'S ROSES, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of

Washington and was issued a certificate of Incorporation in Washington on February 14, 1914.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: June 14, 1995

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro Secretary of State
C. Higgins