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TO: Qualification/Tax Lien Section  
Division of Corporations

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05/09/96--01062--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: 800 FLOWERS 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:

WILLIAM SHEA  
(Name of Person)  
800 FLOWERS INC  
(Firm/Company)  
1600 STEWART AVE  
(Address)  
W/ESTBURY NY 11590  
(City/State/Zip)

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

WILLIAM SHEA at ( 516 ) 237-4928  
(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. 800 FLOWERS 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. TEXAS 3. 75-2118443  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. JAN 29, 1986 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. FEB 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. \_\_\_\_\_

1600 STEWART AVE WESTBURY NY 11591  
(Current mailing address)

8. TELEMARKETING  
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION

Office Address: 1200 SOUTH PINE ISLAND ROAD

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.

**Jonathan Giddings**  
**Assistant Secretary**

Jonathan Giddings  
(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 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: JAMES MCCANN

Address: 15 WEST DRIVE  
PLANDOME NY 11030

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: JAMES MCCANN

Address: 15 WEST DRIVE  
PLANDOME NY 11030

Vice President: GLENN REED

Address: 1600 STEWART AVE  
WESTBURY NY 11590

Secretary: CHRISTOPHER MCCANN

Address: 37 BALDWIN BLVD  
BETHLEHEM NY 11707

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. GLENN REED VICA PRESIDENT  
(Typed or printed name and capacity of person signing application)

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# The State of Texas

## SECRETARY OF STATE

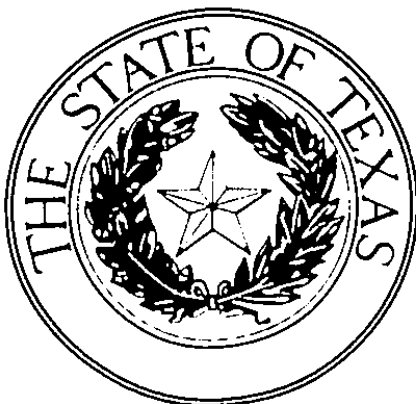
IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

800 FLOWERS, INC.  
CHARTER NO. 783666-0

were filed in this office and a certificate of incorporation was issued on  
JANUARY 29, 1986;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on May 7, 1996.*

*1077.*  
Antonio O. Garza, Jr.  
Secretary of State

DEM