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5/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: AKERMAN, SENTERFITT & EIDSON, P.A. ACCT#: 075471001363
CONTACT: ~~MARIA P. MONSTER~~ Maggie Vinajera S
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NAME: FLOWER HOLDING, INC
AUDIT NUMBER.....H98000008946
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TALLAHASSEE FLORIDA
5/12

**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. Flower Holding, 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. Applied For

(FEI number, if applicable)

4. May 7, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o New River Capital Partners

One Financial Plaza, 11th Floor, Ft. Lauderdale, FL 33394

(Current mailing address)

To engage in any lawful act or activity for which a corporation

may be qualified under the Delaware General Corporation Law

(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: American Information Services, Inc.

Office Address: One S.E. 3rd Ave., 28th Floor

Miami

, Florida, 33131

(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.

Marla R. Mayster

(Registered agent's signature)

Marla R. Mayster, Vice President

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.

Prepared by:

Adam D. Phillips, Esq.

450 E. Las Olas Blvd., Ste. 950

Ft. Lauderdale, FL 33394

(954) 463-2700

Florida Bar No. 0135143

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jaime Peisach

Address: c/o New River Capital Partners

One Financial Plaza, 11th Floor, Ft. Lauderdale, FL 33394

Director: Cheryl Peisach

Address: c/o New River Capital Partners

One Financial Plaza, 11th Floor, Ft. Lauderdale, FL 33394

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

President: Jaime Peisach

Address: c/o New River Capital Partners

One Financial Plaza, 11th Floor, Ft. Lauderdale, FL 33394

Vice President: _____

Address: _____

Secretary: Cheryl Peisach

Address: c/o New River Capital Partners.

One Financial Plaza, 11th Floor, Ft. Lauderdale, FL 33394

Treasurer: _____

Address: _____

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. Jaime Peisach, President

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

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLOWER HOLDING, 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 SEVENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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98 MAY 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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