

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

F98000002706

FLORIDA CENTRE, SUITE 900
450 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2227
(954) 463-2700
FACSIMILE (954) 463-2224

September 2, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Flower Holding, Inc.
Document No.: F98000002706

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-09/08/98--01076--009
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed is an original executed Affidavit confirming the officers and directors of Flower Holding, Inc. Please update your records to reflect these officers and directors. The enclosed list will supersede the officers and directors you currently have on your records for Flower Holding, Inc.

Also, enclosed is a check in the amount of \$35.00 to cover the necessary filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Maria R. Mayster
Maria R. Mayster
Legal Assistant

MRM/mm
Enclosures

cc: Adam D. Phillips, Esq.

FT009684;1

FILED
98 SEP 30 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F98000002706
HPX
Amend
9-30-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1998

AKERMAN, SENTERFITT & EIDSON
% MARLA MAYSTER
450 EAST LAS OLS BLVD., #950
FT. LAUDERDALE, FL 33301-2227

SUBJECT: FLOWER HOLDING, INC.
Ref. Number: F98000002706

We have received your document for FLOWER HOLDING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

The affidavit must be notarized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 298A00047053

FLOWER HOLDING, INC.

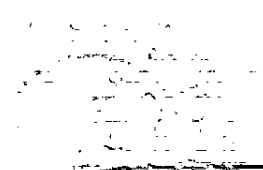
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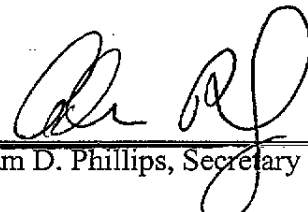
I, Adam D. Phillips, Secretary of **FLOWER HOLDING, INC.**, a Delaware corporation, qualified to do business in Florida on May 12, 1998 (the "Corporation"), do hereby certify that the individuals identified below are the duly elected and acting officers and directors of the Corporation, holding the office set forth opposite his name:

Name	Office
Gerald R. Geddis	President & Chief Executive Officer
Albert J. Detz	Senior Vice President & Chief Financial Officer
Adam D. Phillips	Senior Vice President, Chief Administrative Officer & Secretary
William D. Murray	Vice President, Corporate Controller & Assistant Secretary
Steven R. Berrard	Director
Thomas P. Byrne	Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the Corporation's seal this 31st day of August, 1998.





Adam D. Phillips, Secretary

[CORPORATE SEAL]

The Street Address of each Officer and Director is as follows:

Name	Office	Address
Gerald R. Geddis	President & Chief Executive Officer	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394
Albert J. Detz	Senior Vice President & Chief Financial Officer	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394
Adam D. Phillips	Senior Vice President, Chief Administrative Officer & Secretary	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394
William D. Murray	Vice President, Corporate Controller & Assistant Secretary	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394
Steven R. Berrard	Director	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394
Thomas P. Byrne	Director	One Financial Plaza, 11th Floor Ft. Lauderdale, FL 33394

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31st day of August, 1998 by Adam D. Phillips, who, having been duly sworn, acknowledged that he is the Secretary of Flower Holding, Inc., a Florida corporation, and has executed this Affidavit.

Mary M. Knight
NOTARY PUBLIC, STATE OF FLORIDA

(Print, Type or Stamp Commissioned Name of Notary Public)

