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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-05/21/98--01036--001

***78.75 ***78.75

W98-11712

SUBJECT: PONTE VEORA CAPITAL INVESTMENT, INC. D.B.A.
(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:

Hogan Copeland
(Name of Person)

PONTE VEORA CAPITAL INVESTMENT, INC.
(Firm/Company)

7142 Beach Blvd.
(Address)

JAX, Fla. 32217
(City/State/Zip)

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

HOGAN COPELAND at (904) 1725-4000
(Name of Person) (Area Code & Daytime Telephone Number)

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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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 21, 1998

HOGAN COPELAND
PONTE VEDRA CAPITAL INVESTMENTS, INC.
7142 BEACH BLVD
JACKSONVILLE, FL 32217

SUBJECT: PONTE VEDRA CAPITAL INVESTMENT, INC.
Ref. Number: W98000011712

We have received your document for PONTE VEDRA CAPITAL INVESTMENT, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You have provided a certificate of incorporation that is not what we require in order to process a filing. You would need to obtain a certificate of existence (good standing) from your Secretary of State in Delaware.

Also if you wish to have a DBA you would need to complete the enclosed Fictitious Name Application and follow instructions.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 598A00028781

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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. PORTE VEORA Capital Investment, Inc. D.B.A. Simply Roses & More
(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. 59-3511304
(FEI number, if applicable)
4. 5/98
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 5/19/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7142 Beach Blvd.
Jax, Fla. 32216
(Current mailing address)
8. Florist
(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: H.E. Coperano
Office Address: 7142 Beach Blvd.
JACKSONVILLE, Florida, 32216
(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.

[Signature]
(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: H. E. COPELAND
Address: 40 Phillips Ave
Ponte Vedra Beach, Florida 32082

Vice Chairman: M. Steven Crappen
Address: 109 Gouvenons Circle
Ponte Vedra Beach, Florida 32082

Director: _____
Address: _____

Director: _____
Address: _____

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

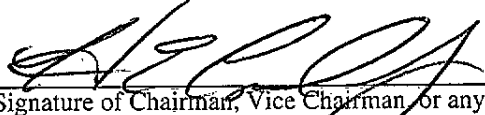
President: (Acting) H. E. COPELAND
Address: _____

Vice President: //
Address: _____

Secretary: //
Address: _____

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. H. E. COPELAND
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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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 "PONTE VEDRA CAPITAL INVESTMENTS, 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-EIGHTH DAY OF MAY, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

2895413 8300

DATE: 9106472

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05-28-98