

F99000000,23

PLANT MARKETING

819 West Shorewood Drive
Eau Claire, Wisconsin 54703

715-836-8224
1-800-752-6879
FAX # 715-836-8239

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JAN -8 AM 10:20
TALLAHASSEE, FLORIDA

SUBJECT: Plant Marketing, Inc.

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 corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Terry F. Anderson
Plant Marketing, Inc.
819 West Shorewood Drive
Eau Claire, WI 54703

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*****70.00 *****70.00

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

Terry F. Anderson at 715-836-8224

Sincerely,

Terry F. Anderson
Terry F. Anderson

AL JAN 8 - 1999



819 West Shorewood Drive
Eau Claire, Wisconsin 54703

715-836-8224
1-800-752-6879
FAX # 715-836-8239

July 24, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

On June 30, 1998, Plant Marketing, Inc., a Wisconsin corporation, sold substantially all of its assets to PMI Acquisition, Inc., a subsidiary of AFS Holdings Corp, located in Oklahoma City, Oklahoma. Plant Marketing, Inc. (the seller) has changed its corporate name to May's Floral Garden, Inc. effective July 1, 1998, and will continue to own and operate two retail stores located in Wisconsin.

PMI Acquisition, Inc. intends to continue the present wholesale operations of Plant Marketing with the current employees at the existing locations. This includes the wholesale distribution facility located in Apopka, Florida. Larry Reit will stay on as President of the new company. Effective July 1, 1998, PMI Acquisition has changed its name to Plant Marketing, Inc.

Federal Identification Numbers are as follows:

<u>Previous Name</u>	<u>Name Effective July 1, 1998</u>	<u>ID Number</u>
Plant Marketing, Inc.	May's Floral Garden, Inc.	39-1256353
PMI Acquisition, Inc.	Plant Marketing, Inc.	39-1928537

Please direct all forms and correspondence pertaining to Florida income taxes to :

Ms. Dana Eckhart
American Floral Services, Inc.
3737 N.W. 34th
Oklahoma City, OK 73112-3353

If you have any questions, please contact me at 715-836-8224

Sincerely,

Terry F. Anderson, Controller

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JAN -8 AM 10:20
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1998

TERRY F. ANDERSON
PLANT MARKETING, INC.
819 WEST SHOREWOOD DR.
EAU CLAIRE, WI 54703

SUBJECT: PLANT MARKETING, INC.
Ref. Number: W98000020316

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99 JAN -8 AM 10:20
TALLAHASSEE, FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

THE CORPORATION MUST FILE A WITHDRAWAL FOR THE ORIGINAL PLANT MARKETING CORPORATION FILED ON 12/24/92.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 898A00045525

**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. PLANT MARKETING, 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. WISCONSIN 3. 39-1928537
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 23, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JULY 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 819 WEST SHOREWOOD DRIVE
EAU CLAIRE, WI 54703
(Current mailing address)
8. WHOLESALE DISTRIBUTION OF GREEN PLANTS
(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: CT CORPORATION SYSTEM

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.

Vicky Goldstein
(Registered agent's signature)

VICKY GOLDSTEIN, Special Asst. Secy

11. Attached is a certificate of existence duly authenticated and sworn to within 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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TALLAHASSEE, FLORIDA
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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: JOSEPH WHELAN

Address: 3737 NW 34TH ST
OKLAHOMA CITY, OK 73112

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: LARRY L. REIT

Address: 819 WEST SHOREWOOD DRIVE
EAU CLAIRE, WI 54703

Vice President: JOSEPH WHELAN

Address: 3737 NW 34TH ST
OKLAHOMA CITY, OK 73112

Secretary: KAREN R. GARDNER

Address: 3737 NW 34TH ST
OKLAHOMA CITY, OK 73112

Treasurer: DENISE METTRY

Address: 3737 NW 34TH ST
OKLAHOMA CITY, OK 73112

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. LARRY L. REIT, PRESIDENT

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

FILED
95 JAN -9 AM 10:20
SECRET
TALLAHASSEE, FLORIDA
STATE

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

PLANT MARKETING, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is APRIL 23, 1998.

FILED

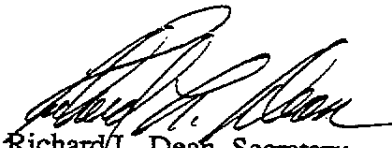
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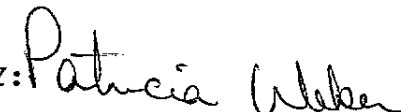
RECEIVED
TALLAHASSEE, FLORIDA

I further certify that said corporation has not yet completed its initial report year and, accordingly, has not filed an annual report under sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes; and that said corporation has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on AUGUST 14, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.