

Document Number Only

F99000000445

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002751663--9

-01/22/99--01077--008

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

Jackson & Perkins Company

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANKS
JOEY

JAN 22 1999

DIVISION OF CORPORATION

99 JAN 22 PM 12:13

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 22 PM 2:35

FILED

CR2E031 (1-89)

**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. Jackson & Perkins Company
(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 3. 93-6042860
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 14, 1966 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

To date, no business has been transacted in Florida pursuant to
6. Section 607.1501.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P. O. Box 1028

Medford, Oregon 97501
(Current mailing address)

8. Mail order sales of rose plants, horticultural and gardening products.
(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 **NOT** acceptable)

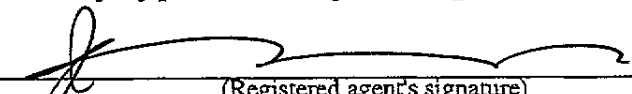
Name: C T Corporation System

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.


(Registered agent's signature)
Jack Caskey, Assistant 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.

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TALLAHASSEE, FLORIDA

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: Please see attached list.

Address: _____

Vice Chairman: N/A

Address: _____

Director: Please see attached list.

Address: _____

Director: Please see attached list.

Address: _____

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

President: Please see attached list.

Address: _____

Vice President: Please see attached list.

Address: _____

Secretary: Please see attached list.

Address: _____

Treasurer: Please see attached list.

Address: _____

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

13. Janiece A. Newell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Janiece A. Newell, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

JACKSON & PERKINS COMPANY, a Delaware Corporation

Directors

Charles L. Orr; Chairman of the Board
William H. Williams; Director
Nancy L. Tait; Director

Officers

William H. Williams; President and Chief Executive Officer
Nancy L. Tait; Executive Vice President, Sales and Marketing
Dale H. Gooding; Executive Vice President, Operations
John C. Dailey; Senior Vice President, Chief Financial Officer and Treasurer
Omer A. Schneider; Senior Vice President
Leslie L. Freytag; Senior Vice President, Marketing/Merchandising
Joseph P. Foley; Senior Vice President, Customer Operations
Nancy M. Wilson; Vice President, Customer Satisfaction
Mary L. Dennison; Vice President, Operations Finance
Bryan D. MacLeod; Vice President and Controller
Jean Lobodzinski-Frantz; Vice President, Customer Operations-Hopewell Center
Jane E. Emkes; Vice President, Marketing Finance
Thomas P. Waffle; Vice President, Customer Operations-Western Call Center
Edward W. Beck; Secretary
Janiece A. Newell; Assistant Secretary
Linda L. Rankin; Assistant Secretary

With the exception of those listed below, the street address for all directors and officers is:

2518 South Pacific Highway
Medford, Oregon 97501

Charles L. Orr, Chairman of the Board
--- and ---
Edward W. Beck, Secretary
444 Market Street, M/S T-350
San Francisco, CA 94111

Jean Lobodzinski-Frantz, Vice President, Customer Operations-Hopewell Center
500 Reliance Drive
Hebron, Ohio 43025

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TALLAHASSEE, FLORIDA

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 "JACKSON & PERKINS COMPANY" 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 EIGHTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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99 JAN 22 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

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AUTHENTICATION:

9511463

DATE:

01-08-99