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# DR. ROBERT G. HETSLER, JR., CPA, CVA

HETSLER MEDIATION & VALUATION, INC.

FAMILY MEDIATION  
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ECONOMIC DAMAGES  
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CIVIL MEDIATION  
BUSINESS INTERRUPTION

DEERWOOD PARK CENTER  
10151 DEERWOOD PARK BLVD.  
BUILDING 200, SUITE 250  
JACKSONVILLE, FLORIDA 32256  
Telephone (904) 564-1000  
Facsimile: (904) 992-8827  
Email: [jaxmediator@aol.com](mailto:jaxmediator@aol.com)  
[www.jaxmediator.com](http://www.jaxmediator.com)

August 2, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **SOUTHERN PETALS MANAGEMENT COMPANY, INC.**  
**SOUTHERN PETALS OF JACKSONVILLE, LLC**

Dear Sir or Madam:

Please find enclosed a check made payable to the Division of Corporations in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the above reference Corporation. Please file these articles with your office and return a certified copy to the above mailing address. Further, please find enclosed a check in the amount of One Hundred Sixty Dollars (\$160.00) for filing the Articles of Organization for the above referenced LLC. Please file these Articles and return a certified copy as well as a certificate of status. **Finally, since both companies are owned by the same Husband and Wife, there should be no problem with them securing both similar names.** If you have any questions please feel free to call me at the above telephone number.

Very Truly Yours,



Robert G. Hetsler, Jr., J.D., CPA, C.V.A.

**ARTICLES OF ORGANIZATION  
OF  
SOUTHERN PETALS OF JACKSONVILLE, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

**ARTICLE 1.0**

The name of the Limited Liability Company shall be Southern Petals of Jacksonville, LLC.

**ARTICLE 2.0**

The duration of the company shall be thirty (30) years.

**ARTICLE 3.0**

The primary purpose for the which the Limited Liability Company is organized is to operate as a franchise of 1800-FLOWERS. The company may also engage in any legal business or investment activity as the Managers may from time to time determine appropriate.

**ARTICLE 4.0**

The location of the principal place of business is 4504 San Lorenzo Blvd, Jacksonville, FL 32224 and the mailing address of the Limited Liability Company shall be 4504 San Lorenzo Blvd, Jacksonville, FL 32224.

**ARTICLE 5.0**

The admission of new Members shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

**ARTICLE 6.0**

The Limited Liability Company shall be managed by Managers and the names and address of the initial Managers are as follows:

1. Sean B. Ladd, Managing Member  
4504 San Lorenzo Blvd  
Jacksonville, FL 32224
2. Claire A. Ladd, Managing Member  
4504 San Lorenzo Blvd  
Jacksonville, FL 32224

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## ARTICLE 7.0

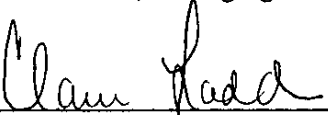
Unless expressly prohibited by Florida Law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims, demands, costs, expenses, and legal fees against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

## EXECUTION

Under penalties of perjury, the undersigned, Sean B. Ladd and Claire A. Ladd, constituting both of the members of the Company, having been duly authorized, declares that they have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

DATED this 2nd day of August, 2006.

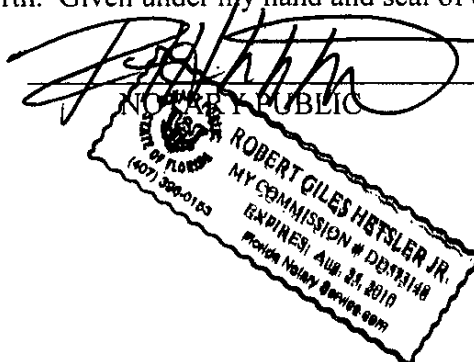
  
Sean B. Ladd, Managing Member

  
Claire A. Ladd, Managing Member

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF DUVAL     )

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 2 day of August, 2006, personally appeared the above Members to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

SEAL My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is SOUTHERN PETALS OF JACKSONVILLE, LLC.
2. The name and the Florida street address of the registered agent are:

Claire A. Ladd  
4504 San Lorenzo Blvd.  
Jacksonville, FL 32224

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Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 relating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Claire A. Ladd

STATE OF FLORIDA       )  
                                      )  
COUNTY OF DUVAL     )       SS.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 2nd day of August, 2006, personally appeared Claire A. Ladd, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.

**SEAL**

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC

