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02 DEC 11 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
MENDEN & FREIMAN, LLP
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WRITER'S DIRECT DIAL NUMBER
(770) 379-1452

WRITER'S INTERNET (E-MAIL)
Jmangieri@mfattorneys.com

November 8, 2002

FIRST CLASS MAIL

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

FILED
02 DEC 11 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Miami's Finest Flowers LLC

Dear Sir or Madam:

Miami's Finest Flowers LLC, a Georgia limited liability corporation, would like to register to transact business in Florida. Pursuant to this request, please find enclosed the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certified Copy of the Certificate of Organization for Miami's Finest Flowers LLC;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Check in the amount of \$125.00, payable to the Florida Department of State, representing payment for the Application Filing Fee (\$100.00) and Designation of Registered Agent Fee (\$25.00).

Please issue a letter of acknowledgment upon registration. Neither a certified copy nor a certificate of status is necessary at this time.

Serving clients in matters related to business sales and acquisitions, business planning, business law, federal and state taxation, estate planning, trusts and charitable giving.

MENDEN & FREIMAN, LLP

Florida Department of State
November 8, 2002
Page 2

If you have any questions, or require additional information please contact me. I thank you for your attention and your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "J. M. Mangieri", written in a cursive style.

Jeffrey M. Mangieri

JMM:jmm
Enclosures
cc: Biff Sullivan
Scott Clay



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 14, 2002

JEFFREY M. MANGIERI
MENDEN & FREIMAN, LLP
TWO RAVINIA DRIVE, SUITE 1200
ATLANTA, GA 30346

SUBJECT: MIAMI'S FINEST FLOWERS LLC
Ref. Number: W02000032512

We have received your document for MIAMI'S FINEST FLOWERS LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 902A00061751

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Miami's Finest Flowers LLC
(Name of foreign limited liability company)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3713427
(FEI number, if applicable)
4. 9/16/02
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5965 Peachtree Corners East, Suite C-4
Norcross, Georgia 30071
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Edwin C. Sullivan (same address as above)
J. Michael Bennett (same address as above)
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Wholesale Flowers

Jeffrey M. Mangieri, Esq.
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jeffrey M. Mangieri, Esq.
Typed or printed name of signee

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02 DEC 11 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Miami's Finest Flowers LLC

2. The name and the Florida street address of the registered agent are:

Scott D. Clay, Esq.

Name

101 E. Kennedy Blvd., Ste. 1030

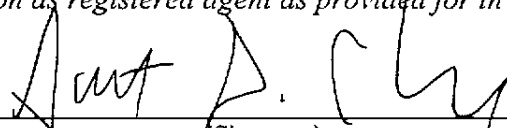
Florida street address (P.O. Box **NOT** acceptable)

Tampa, FL 33602

(City, State, and Zip)

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02 DEC 11 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$100.00 Filing Fee Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0247157
DATE INC/AUTH/FILED: 09/16/2002
JURISDICTION : GEORGIA
PRINT DATE : 12/02/2002
FORM NUMBER : 211

MENDEN & FREIMAN, LLP
DANIEL G. DOLLEVOET
TWO RAVINIA DRIVE, SUITE 1200
ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, hereby certify under the seal of my office that as of the above print date

MIAMI'S FINEST FLOWERS LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20021202215015038



Cathy Cox

Cathy Cox
Secretary of State

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02 DEC 01 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA