

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 1, 1995.  
 AMOUNT DUE ON OR BEFORE 6/30: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375)

PROFIT CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE  
 Sandra B. Northam  
 Secretary of State  
 DIVISION OF CORPORATIONS

APPROVED AND FILED

1

AMENDED 1995

95 JUL 26 AM 9:33

DOCUMENT # M 32526  
 1. Corporation Name  
 HALLANDALE FLOWER SHOP, INC.

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

800001547828

-07/27/95--01067--018  
 \*\*\*\*\*61.25 \*\*\*\*\*61.25

DO NOT WRITE IN THIS SPACE.

Principal Place of Business		Mailing Address	
c/o Barbara Sears 240 Old Federal Highway Hallandale, Florida 33009			
2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	05-23-1986	07-06-1995
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number	Applied For
22	27	59-2676711	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	<input type="checkbox"/>	
Zip	Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	29	30
		7. This corporation has liability for intangible tax under s. 190.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

Ronald G. Ruskowsky  
 240 Old Federal Highway  
 Hallandale, Florida 33009

10. Name and Address of New Registered Agent

81 Name	Barbara SEars
82 Street Address (P.O. Box permitted)	240 Old Federal Highway
83 City & State	Hallandale, Florida 33009
84 City	FL
85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent, if familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *Barbara Sears* DATE: July 19<sup>th</sup>, 1995

12. OFFICERS AND DIRECTORS

TITLE	D Pres/Dir.
NAME	Ronald G. Ruskowsky
STREET ADDRESS	810 N. 72 Terrace
CITY-ST-ZIP	Hollywood, Fl.
TITLE	V.P./Dir.
NAME	Joan V. Ruskowsky
STREET ADDRESS	810 N. 72 Terrace
CITY-ST-ZIP	Hollywood, Fl.
TITLE	sec.
NAME	Kathy Churly
STREET ADDRESS	1633 Plunkett ST.
CITY-ST-ZIP	Hollywood, Fl.
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS

11 TITLE	Pres/Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	Barbara Sears	
13 STREET ADDRESS	240 Old Federal Highway	
14 CITY-ST-ZIP	Hallandale, Fl. 33009	
21 TITLE	V.P./Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	Jane Makin	
23 STREET ADDRESS	240 Old Federal Highway	
24 CITY-ST-ZIP	Hallandale, Fl. 33009	
31 TITLE	Asst. Sec.	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	Jennifer Ryder	
33 STREET ADDRESS	240 Old Federal Highway	
34 CITY-ST-ZIP	Hallandale, Fl. 33009	
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Barbara Sears* DATE: July 19<sup>th</sup>, 1995

(2)

**WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS/SHAREHOLDERS  
OF  
HALLANDALE FLOWER SHOP, INC., a Florida Corporation**

We, the undersigned, being all of the Directors/Shareholders of the Corporation, hereby agree and consent that a Special Meeting of the Board of Directors/Shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted INCLUDING THE ANNUAL MEETING OF THE CORPORATION at such meeting or at any adjournment or adjournments thereof as many be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: 1212 S.E. 2<sup>nd</sup> AVENUE  
Ft. Lauderdale, FL 33316

Date of Meeting: July 14, 1995

Time of Meeting: 10:00 A.M.

Purpose of Meeting:

- a. To reveiw and bring current the minutes of the Board of Directors of the said Corporation for periods not reported.
- b. To act upon the agreements of Ronald G. Ruskowsky, Joan V. Ruskowsky and Kathy Churly to sell their shares of the subject corporation to Barbara Sears.
- c. To elect new officers for the ensuing year and accept the resignations of the former officers and directors and registered agent.

Dated this 14<sup>th</sup> day of July, 1995  
Ronald G. Ruskowsky  
Ronald G. Ruskowsky Pres./Director

Kathy Churly Sec/Tres/Director

Joan V. Ruskowsky  
Joan V. Ruskowsky V. Pres/Director

\_\_\_\_\_  
Ast. Tres/

**MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS/SHAREHOLDERS  
OF  
HALLANDALE FLOWER SHOP, INC., a Florida Corporation**

- a. To reveiw and bring current the minutes of the Board of Directors of the said Corporation for periods not reported.
- b. To act upon the agreements of Ronald G. Ruskowsky, Joan V. Ruskowsky and Kathy Churly to sell their shares of the subject corporation to Barbara Sears.
- c. To elect new officers for the ensuing year and accept the resignations of the former officers and directors and registered agent.

This special meeting of the Board of Directors/Shareholders of the above captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting. At the same time and Place, the members in attendance agreed to hold the Annual Meettion of the Board Of Directors of the Corporation.

The meeting was called to order by Ron Ruskowsky, President and the subject matters of this special meeting were presented to the meeting.

**FIRST:**

It was brought to the attention and demonstrated to the membership that the Minute Books of the Corporation did not reflect the recorded minutes of this body during the years from DATE OF INCORP. to DATE of Meeting. This Board acknowledges having held annual meetings, numerous informal meetings and conferences and have acted in conformity with the decisions and resolutions of said meeting.

Therefore after discussion and upon motion duly made, seconded and carried, it was

**RESOLVED**, that the minutes of the Board of Direrctors of HALLANDALE FLOWER SHOP, INC. at this meeting ratify approve and adopt all of the actions of the corporation, its officers and members of the Board of Directors, for the period from INCORPORATION to DATE of Closing.

**SECOND:**

Ronald G. Ruskowsky, Joan V. Ruskowsky and Kathy Churly have

entered into a Agreement with Barbara Sears, for the purchase and sale to her of all of the shares outstanding in the corporation. The Agreement was spread upon the minutes of this meeting for consideration and discussion. Also discussed by the members was the non-compete agreements which are to be a part of the contemplated transaction.

Therefore after considerable discussion and the President confirming on the record that

- a. the shares offered for sale represent all of the outstanding shares of the corporation, and
- b. There are no other shares, proxies or warrants outstanding, and
- c. The shares offered for sale are not pledged or otherwise encumbered, and
- d. The Corporation is in good standing with the State of Florida, and

upon motion duly made, seconded and carried, it was

IT IS RESOLVED that the Agreement between the parties for the purchase and sale of all of the outstanding shares of the corporation be recognized and that the non-compete agreements shall be adopted and approved.

THIRD:

Thereafter, Barbars Sears, successor in majority shares assumed control of the meeting and proposed the following to the members authorized to vote for consideration as Directors and Officers for the next ensuing year to-wit:

<u>Barbara Sears</u>	Director/President
<u>JANE MAKIN</u>	Director/Vice President
<u>BARBARA SEARS</u>	Director/Secretary-Treasurer
<u>JENNIFER KYDER</u>	Assistant Secretary

After discussion and upon motion duly made, seconded and carried, it was

RESOLVED that the Officers and Directors of the Corporation for the ensuing year or until replace in accordance with the by laws of the corporation are as recommended to-wit:

<u>Barbara Sears</u>	Director/President
<u>JANE MAKIN</u>	Director/Vice President
<u>BARBARA SEARS</u>	Director/Secretary-Treasurer
<u>JENNIFER KYDER</u>	Assistant Secretary

5

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

John V. Rusakowaty Sect.

Approved

Ronald W. Rusakowaty Pres.

Corporate Seal

6

TO THE BOARD OF DIRECTORS OF HALLANDALE FLOWER SHOP, INC.:

I hereby tender my resignation as president and director of Hallandale Flower Shop, Inc. effective July 14, 1995. I also hereby tender my resignation as registered agent of Hallandale Flower Shop, Inc. effective July 14, 1995.


  
RONALD G. RUSKOWSKY

B:RUSKOWSKY.MIN

9

TO THE BOARD OF DIRECTORS OF HALLANDALE FLOWER SHOP, INC.:

I hereby tender my resignation as vice-president and director of Hallandale Flower Shop, Inc. effective July 14, 1995.

  
JOAN V. RUSKOWSKY

B:RUSKOWS.MIN

FROM

PHONE NO. 333 763

1995 01:21PM PG

TO THE BOARD OF DIRECTORS OF HALLANDALE FLOWER SHOP, INC.:

I hereby tender my resignation as secretary and treasurer of  
Hallandale Flower Shop, Inc. effective July 14, 1995.

*Ralph J. Church*  
RALPH CHURCH

BIRUSKOW.MIN