

# M980000000052

**Carpenter,  
Mountjoy & Bressler**  
Certified Public Accountants and Consultants

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 20 PM 2:02

December 23, 1997

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

Re: Flowers Management, LLC  
Registration of Foreign Limited Liability Company

000002383330--4  
-01/22/98--01018--024  
\*\*\*\*145.00 \*\*\*\*145.00

Dear Sir or Madam:

Enclosed are the following documents required to register the above foreign limited liability company to transact business in Florida:

1. Original Certificate of Existence from the Kentucky Secretary of State dated December 10, 1997;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
4. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$140.00 made payable to the Florida Department of State for the \$52.50 filing fee, the \$52.50 Affidavit of Membership and Contribution and the \$35.00 Designation of Registered Agent. Please forward your letter of acknowledgement to my attention upon completion of the registration process.

If you have any questions or need further information, please do not hesitate to call. Thank you for your assistance.

2292-104

|  |                 |     |
|--|-----------------|-----|
| Name   |                 |     |
| Availability   | KWM             |     |
| Document Examiner                                      | KWM             |     |
| Updater  | KWM             |     |
| cc: Dennis L. Thomas<br>Jane Yeager Cheffy<br>Verifier | KWM             |     |
| 9253/fideptst  | Acknowledgement | KWM |
|  | W. P. Verifier  | KWM |

Sincerely,

*Andrea R. Jay Jackson*

Andrea R. Jay Jackson

000002383330--4  
-12/26/97--01064--001  
\*\*\*\*140.00 \*\*\*\*140.00

CORAFORL

Carpenter, Mountjoy & Bressler, PSC  
Offices in Covington, Lexington and Louisville  
2300 Waterfront Plaza  
Louisville, Kentucky 40202-4256

502-589-5950 • Fax 502-568-5626  
Email: mail.lou@cmbcpa.com  
http://www.cmbcpa.com



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 20 PM 2: 02

January 2, 1998

CARPENTER, MOUNTJOY & BRESSLER  
ATTN: ANDREA R. JAY JACKSON  
2300 WATERFRONT PLAZA  
LOUISVILLE, KY 40202-4256

SUBJECT: FLOWERS MANAGEMENT, LLC  
Ref. Number: W98000000104

We have received your document for FLOWERS MANAGEMENT, LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 698A00000146

# Carpenter, Mountjoy & Bressler

Certified Public Accountants and Consultants

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 PM 2:02

January 14, 1998

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

Re: Flowers Management, LLC  
Ref. Number: W9800000104

ATTN: Kenny Manning

Dear Kenny:

Pursuant to your letter of January 2, 1998, a copy of which is enclosed, we enclose the following corrected documents needed to register the above foreign limited liability company in Florida:


1. Original Certificate of Existence from the Kentucky Secretary of State dated December 10, 1997;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
4. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is a check in the amount of \$145.00 made payable to the Florida Department of State for the additional filing fees. It is our understanding that you are holding the \$140.00 check we sent in December when we initially filed these documents, and that you will also apply these funds toward the filing fees.

If everything now appears in order, please accept the enclosed documents for filing. Please forward your letter of acknowledgement to my attention upon completion of the registration process.

If you have any questions or need further information, please do not hesitate to call. Thank you for your assistance.

Sincerely,

  
Andrea R. Jay Jackson

enclosures

cc: Dennis L. Thomas

9253/Adptst2

Carpenter, Mountjoy & Bressler, PSC  
Offices in Covington, Lexington and Louisville  
2300 Waterfront Plaza  
Louisville, Kentucky 40202-4256

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http://www.cmbcpa.com

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

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

- ① FLOWERS MANAGEMENT LIMITED LIABILITY COMPANY  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)
2. KENTUCKY 3. 61-1280952  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10-10-94 5. 10-10-2024  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. 10-2-97  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 134 OUTER LOOP  
LOUISVILLE KY 40214  
(Street address of principal office)

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DIVISION OF CORPORATIONS  
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8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)


| NAME & ADDRESS:             | TITLE:      | NAME & ADDRESS:             | TITLE:      |
|-----------------------------|-------------|-----------------------------|-------------|
| <u>PAULA JO FLOWERS</u>     | <u>MGRM</u> | <u>MARK ALAN FLOWERS</u>    | <u>MGRM</u> |
| <u>134 OUTER LOOP</u>       |             | <u>134 OUTER LOOP</u>       |             |
| <u>LOUISVILLE, KY 40214</u> |             | <u>LOUISVILLE, KY 40214</u> |             |
| <u> </u>                    | <u> </u>    | <u> </u>                    | <u> </u>    |
| <u> </u>                    | <u> </u>    | <u> </u>                    | <u> </u>    |
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98 JAN 20 PM 2:02

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of FLOWERS  
MANAGEMENT LIMITED LIABILITY COMPANY deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 113,497
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 113,497  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 113,497

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 20 PM 2:03

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

FLOWERS MANAGEMENT LIMITED LIABILITY COMPANY

2. The name and address of the registered agent and office is:

PAULA JO FLOWERS

(Name)

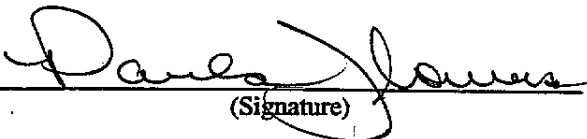
160 SOUTH HEATHWOOD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MARCO ISLAND, FL 34145

(City/State/Zip)

*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.*

  
(Signature)

12-3-97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC LIMITED LIABILITY COMPANY

CERTIFICATE OF EXISTENCE

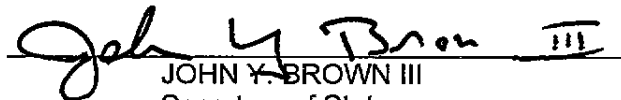
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

FLOWERS MANAGEMENT LIMITED LIABILITY COMPANY

is a limited liability company duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of organization is OCTOBER 10, 1994.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 275 has been delivered to the Secretary of State on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 10TH day of DECEMBER, 1997.



JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

LD