

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Jul 09 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P96000070317 (8)**  
 1. Corporation Name  
**ROSES DIRECT, INC.**



Principal Place of Business <b>805 EAST CENTRAL BOULEVARD SUITE 304 ORLANDO FL 32801</b>	Mailing Address <b>205 EAST CENTRAL BOULEVARD SUITE 304 ORLANDO FL 32801-1996</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified <b>08/23/1996</b>	3a. Date of Last Report
		4. FEI Number <b>59-3396641</b>	Applied For Not Applicable
		5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

<b>9. Name and Address of Current Registered Agent</b> <b>NISI, FRANK P JR.</b> <b>205 EAST CENTRAL BOULEVARD</b> <b>SUITE 304</b> <b>ORLANDO FL 32801</b>	<b>10. Name and Address of New Registered Agent</b> 81 Name <b>Brett Kelly</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>9427 TRADEPORT DR.</b> 83 84 City <b>Orlando</b> <b>FL</b> 85 Zip Code <b>32827</b>
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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. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE **BRETT A. KELLY P.C.** *[Signature]* DATE **6-23-97**

<b>12. OFFICERS AND DIRECTORS</b>		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>	
TITLE <input checked="" type="checkbox"/> DELETE NAME <b>D NISI, FRANK P JR.</b> STREET ADDRESS <b>205 EAST CENTRAL BOULEVARD, SUITE 304</b> CITY-ST-ZIP <b>ORLANDO FL 32801</b>	1.1 TITLE <b>P.C.</b> 1.2 NAME <b>BRETT A. KELLY</b> 1.3 STREET ADDRESS <b>6267 Bent Pine Dr. # 1124B</b> 1.4 CITY-ST-ZIP <b>ORLANDO, FL 32822</b>	2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 2.2 NAME <b>TERRY McEWEN</b> 2.3 STREET ADDRESS <b>9427 TRADEPORT DR.</b> 2.4 CITY-ST-ZIP <b>ORLANDO, FL 32827</b>	3.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 3.2 NAME <b>CARRIE M. KELLY</b> 3.3 STREET ADDRESS <b>6267 Bent Pine Dr. # 1124B</b> 3.4 CITY-ST-ZIP <b>ORLANDO, FL 32822</b>
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP	4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 4.2 NAME <b>WILLIAM McEWEN JR.</b> 4.3 STREET ADDRESS <b>9427 TRADEPORT DR.</b> 4.4 CITY-ST-ZIP <b>ORLANDO, FL 32827</b>	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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: *[Signature]* SIGNATURE REQUIRED: *[Signature]* 6/23/97 (709) 888-9005

CR2E034 (9/96)