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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

P96000104320

ACCOUNT NO. : 072100000032

REFERENCE : 204533 7104894

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 175.00

ORDER DATE : December 30, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 204533-005

CUSTOMER NO: 7104894

800002040998--5

CUSTOMER: Ms. Suzanne M. Bannister  
SUZANNE M. BANNISTER

Suite 202  
400 East Highway 436  
Casselberry, FL 32707

DOMESTIC FILING

\*\*NEED TWO CERT. COPIES\*\*

NAME: 1-800-ROSES USA, INC.

EFFECTIVE DATE:

EFFECTIVE DATE  
*Dec 26, 1996*

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 DEC 30 PM 4:10  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 30 AM 11:24  
DIVISION OF CORPORATION  
*Dmc*  
*12/30/96*

# **ARTICLES OF INCORPORATION**

**OF**

***1-800-ROSES USA, INC.***

**FILED**  
96 DEC 30 PM 4:10  
SEAL  
TALLAHASSEE STATE  
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

## **ARTICLE I. NAME**

The name of the corporation shall be: ***1-800-ROSES USA, INC.***

## **ARTICLE II. PRINCIPAL OFFICE**

**EFFECTIVE DATE**  
***Dec. 26, 1996***

The address of the principal office of this corporation shall be:  
***400 East Highway 436, Suite 209, Casselberry, Florida 32707***, and the mailing address shall be the same.

## **ARTICLE III. NATURE OF BUSINESS**

This corporation is organized for the purpose of operating flower shops, arranging for delivery; flowers, plants and gift baskets and also to receive orders for flowers and floral products that may need to be transmitted across the country to participating florists in the vicinity of the recipient, and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## **ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

## **ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be:  
***400 East Highway 436, Suite 209, Casselberry, Florida 32707***.

## **ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually. The effective date of this corporation is  
***December 26, 1996***.

### ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

*Americo Antunes*

*400 East Highway 436, Suite 209  
Casselberry, Florida 32707*

### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

*Americo Antunes*

*400 East Highway 436, Suite 209  
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

26TH day of December, 19 96

  
\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

FILED

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ***1-800-ROSES USA, INC.***
2. The name and address of the registered agent and office is:

***Americo Antunes***  
***400 East Highway 436, Suite 209***  
***Casselberry, Florida 32707***

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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

DATE