

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

"Amended"

APPROVED  
AND  
FILED

97 AUG 20 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	--

**DOCUMENT # P96000104320**  
 1. Corporation Name  
**1-800-Roses USA, Inc.**

Principal Place of Business	Mailing Address
<b>460 East Highway 436'</b>	
<b>Casselberry, FL 32707</b>	

2. Principal Place of Business	2a. Mailing Address
21 <b>460 E. Hwy 436</b>	26 <b>460 E. Hwy 436</b>
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23 <b>Casselberry, FL</b>	28 <b>Casselberry, FL</b>
Zip	Zip
24 <b>32707</b>	29 <b>32707</b>
Country	Country
25 <b>USA</b>	30 <b>USA</b>

3. Date Incorporated or Qualified <b>Dec. 26, 1996</b>	3a. Date of Last Report <b>May 1997</b>
4. FEI Number <b>59-3462367</b>	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**Americo Antunes**  
**400 East. Hwy 436**  
**Suite 202**  
**Casselberry, FL 32707**

10. Name and Address of New Registered Agent

81 Name <b>Peter W. Antunes</b>
82 Street Address (P.O. Box Number is Not Acceptable) <b>460 E. Hwy 436</b>
83
84 City <b>Casselberry</b>
85 Zip Code <b>FL 32707</b>

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 *Peter Antunes* **Peter W. Antunes** 8/10/97  
 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	Director	<input checked="" type="checkbox"/> DELETE
NAME	<b>Americo Antunes</b>	
STREET ADDRESS	<b>400 E. Hwy 436, Suite 202</b>	
CITY-ST-ZIP	<b>Casselberry, FL 32707</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>Peter W. Antunes</b>	
1.3 STREET ADDRESS	<b>460 E. Hwy 436</b>	
1.4 CITY-ST-ZIP	<b>Casselberry, FL 32707</b>	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
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		

7000002276917--1  
 -08/28/97--01005--001  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

*G. Alan*  
 8/20/97

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: *Peter Antunes* 8/10/97 (407) 831-9963  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)