

F96000002746

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 1-800 FLOWERS RETAIL INC RECEIVED 05/31/96
(Name of corporation - must include suffix) -05/31/96--01099--005
*****73.75 *****73.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

WILLIAM SHEA
(Name of Person)

1-800 FLOWERS RETAIL INC
(Firm/Company)

1600 STEWART AVE
(Address)

WESTBURY NY 11590
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 AM 8:40

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Should you need to call someone concerning this matter, please call:

WILLIAM SHEA at (516) 237-4928
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 1-800-FLOWERS RETAIL INC (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE (State or country under the law of which it is incorporated) 11-3267496 (FBI number, if applicable)

4. JUNE 1, 1995 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 3, 1996 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1600 STEWART AVE WESTBURY NY 11590 (Current mailing address)

8. OPERATE RETAIL STORES (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD PLANTATION, Florida, 33324 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jonathan Giddings (Registered agent's signature)

Jonathan Giddings Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JAMES McCANN

Address: 15 WEST DRIVE
PLANDOME NY 11030

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: JAMES McCANN

Address: 15 WEST DRIVE
PLANDOME NY 11030

Vice President: GLENN REED

Address: 1600 STEWART AVE
WESTBURY NY 11590

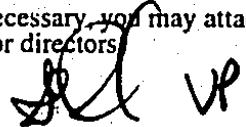
Secretary: CHRISTOPHER McCANN

Address: 37 BALDWIN BLVD
BAYVILLE NY 11707

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application).

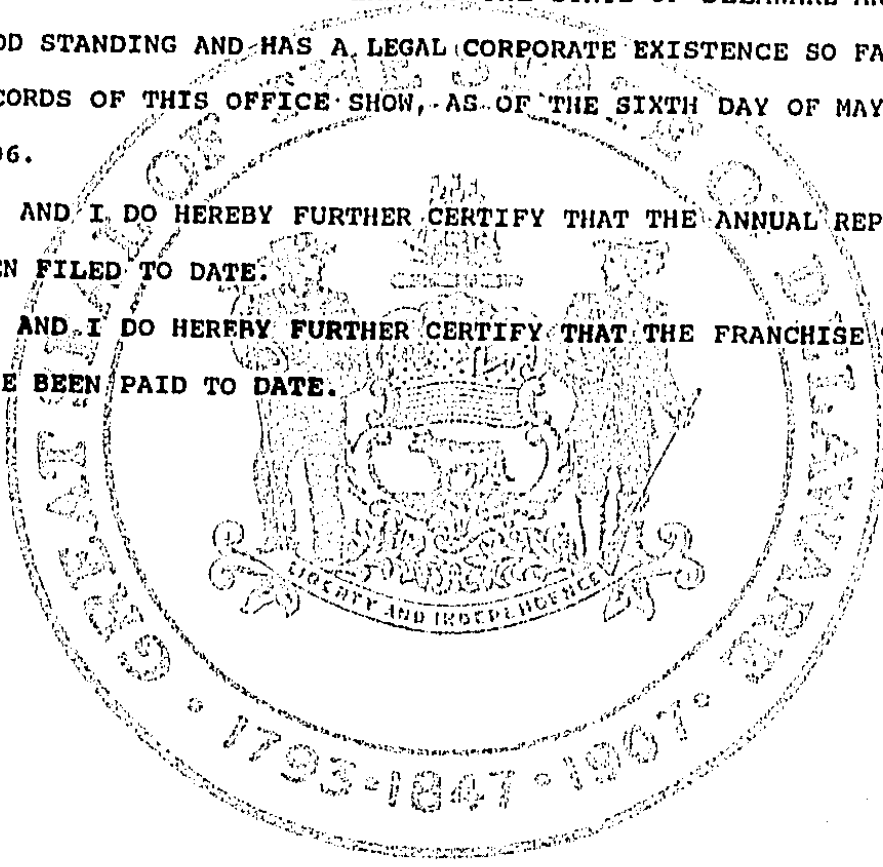
14. GLENN REED VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "1-800-FLOWERS RETAIL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 AM 8:40



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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05-06-96