

F98000000920

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 800 FLOWERS, INC
(Name of corporation - must include suffix)

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 400002431664--4
02/16/98-01090-019
****122.50 ****122.50
70.00
(Name of Person)

800 FLOWERS, INC
(Firm/Company)

1600 STEWART AVE
(Address)

WESTBURY NY 11590
(City/State/Zip)

2/16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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Should you need to call someone concerning this matter, please call:

STAN HALPERN at (516) 237-6081
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:
Qualification/Tax Lien Section
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
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. 800 FLOWERS 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. NEW YORK
(State or country under the law of which it is incorporated)

3. 11-3329949
(FEI number, if applicable)

4. 5/31/94
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 7/1/96 - Previously Qualified under # P96000002761
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

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

8. TELEMARKETING
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Linda Weinberger
(Registered agent's signature) (Officer)

Linda Weinberger, Assistant Secretary

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES MC CANN

Address: 15 WEST DRIVE
PLANDOME NY 11030

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES MC CANN

Address: 15 WEST DRIVE
PLANDOME NY 11030

Vice President: GLENH REED

Address: 1600 STEWART AVE
WESTBURY NY 11590

Secretary: CHRISTOPHER MC CANN

Address: 37 BALDWIN BLVD
BAYVILLE NY 11707

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TALLAHASSEE, FLORIDA

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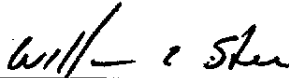
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Treasurer: WILLIAM SHEA

Address: 9 LISA CT

NESCONSET NY 11767

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. WILLIAM SHEA TREASURER
(Typed or printed name and capacity of person signing application)

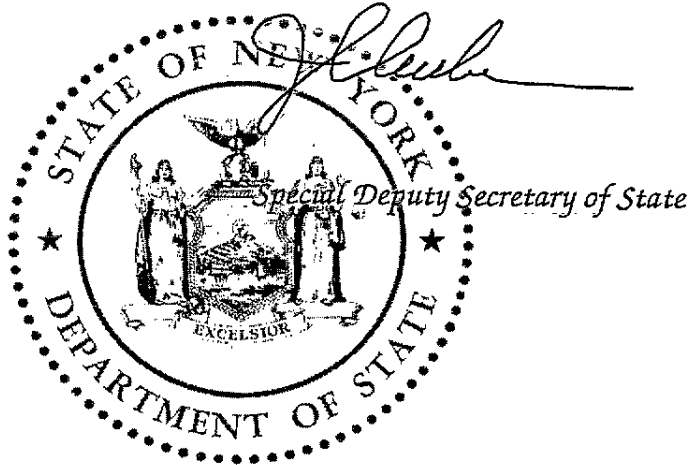
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TALLAHASSEE, FLORIDA

State of New York }
Department of State } ss:

I hereby certify, that the certificate of incorporation of 800-FLOWERS, INC. was filed on 05/31/1994, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of December
one thousand nine hundred and
ninety-seven.*

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