

F03000000340

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

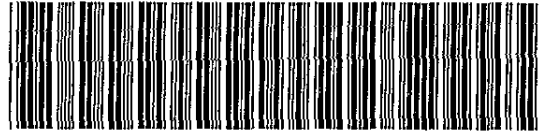
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/17/03--01028--010 **78.75

FILED
2003 JAN 17 AM 10:02
JANUARY REGISTRATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 23 2003

LAW OFFICES
REUBEN & NOVICOFF
AN ASSOCIATION INCLUDING TIMOTHY D. REUBEN, INC.
A PROFESSIONAL CORPORATION
1100 GLENDON AVENUE, TENTH FLOOR
LOS ANGELES, CALIFORNIA 90024
(310) 777-1990
FACSIMILE (310) 777-1989
WEBSITE: RNLAW.COM

Please Refer To
File Number 2232.000

January 10, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 78711-3697

Re: Adamson Apparel, Inc.

To Whom it May Concern:

Enclosed please find an original and one (1) copy of an Application for Certificate of Authority, together with a Certified Copy of the Certificate of Good Standing and a filing fee of \$78.75 .

Once the aforementioned documents have been filed, please return a conformed copy in the stamped envelope provided.

Thank you for your assistance in this matter.

Very truly yours,



Teri T. Pham

TTP:lk
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

2003 JAN 17 AM 10:02
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: - Adamson Apparel, 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:

Teri T. Pham, Esq.
(Name of Person)
Reuben & Novicoff
(Firm/Company)
1100 Glendon Avenue, 10th Floor
(Address)
Los Angeles, California 90024
(City/State and Zip code)

For further information concerning this matter, please call:

Teri T. Pham at (310) 777-1990 ext.107
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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TALLAHASSEE, FLORIDA

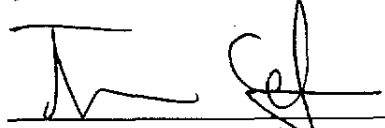
1. Adamson Apparel, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 16, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 463 Seveth Avenue, 4th Floor, New York, New York 10018
(Principal office address)
463 Seveth Avenue, 4th Floor, New York, New York 10018
(Current mailing address)

8. Apparel manufacturing ; retail sales
(Purpose(s) of corporation authorized in home state or country to be carried out in 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
(City) (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.


TARA COFER
ASSISTANT SECRETARY
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Arnold H. Simon [sole director]

Address: 463 Seventh Avenue, 4th Floor
New York, New York 10018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Arnold H. Simon

Address: 463 Seventh Avenue, 4th Floor
New York, New York 10018

Vice President: Steven Feiner

Address: 463 Seventh Avenue, 4th Floor
New York, New York 10018

Secretary: Steven Feiner

Address: 463 Seventh Avenue, 4th Floor, New York, New York 10018

Treasurer: Kevin Weber

Address: 463 Seventh Avenue, 4th Floor, New York, New York 10018

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. Kevin Weber, Treasurer

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

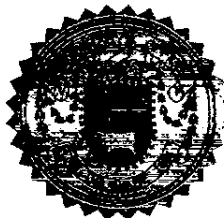
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADAMSON APPAREL, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2002.

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2003 JAN 17 AM 10:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



3514552 8300

020778058

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2154263

DATE: 12-17-02