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July 15, 1999

*BOARD CERTIFIED REAL ESTATE LAWYER
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***ALSO CERTIFIED PUBLIC ACCOUNTANT

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*****70.00 *****70.00

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

Re: Fantasies in Fabric, Inc., a New York Corporation

Dear Sir or Madam:

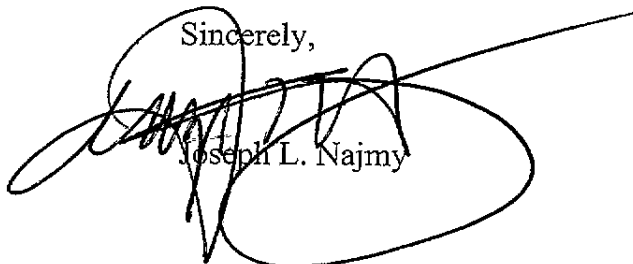
Please find enclosed the following documentation for the above-referenced New York corporation:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original of a Certificate of Existence from the New York Secretary of State; and
3. Our firm check in the amount of \$70.00.

These instruments are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter and/or should you need to contact someone with regard to this matter, please contact the undersigned.

Sincerely,


Joseph L. Najmy

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Enclosures

cc: Mr. Pat Giglia

FILED
DIVISION OF CORPORATIONS
99 JUL 19 AM 11:00

mtu
7/22

**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. Fantasies in Fabric, Incorporated

(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. 11-3363133

(FEI number, if applicable)

4. January 8 1997

(Date of incorporation)

5. perpetual

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

6. July 14, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 20284

Sarasota, Florida 34276

(Current mailing address)

8. Purposes include, but are not limited to, furniture, sales, manufacture and repair services
(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: Lucretia Cox

Office Address: 5852 Whistlewood Court

Sarasota

34232

, Florida, (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.

Lucretia Cox

(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 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: Pat Giglia

Address: 1092 Gardiner Drive
Bayshore, New York 11706

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Pat Giglia

Address: 1092 Gardiner Drive
Bayshore, New York 11706

Vice President: same as above

Address: _____

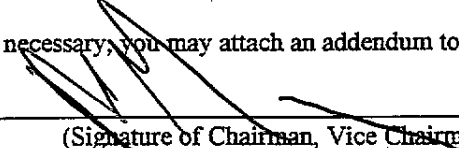
Secretary: same as above

Address: _____

Treasurer: same as above

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. Pat Giglia, Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 JUL 19 AM 11:00

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of FANTASIES IN FABRIC INC. was filed on 01/08/1997, 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.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of July
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State

99 JUL 19 AM 11:00

FILED
STATE AND OF THE
DIVISION 19 JUL 1999