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TRANSMITTAL LETTER

To: Registration Section
Division of Corporations *FOR JOSEPH STORES, INC*

SUBJECT: *Goods Manufactured with ...*
(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:

JOSEPH AGI
(Name of Person)
FOR JOSEPH STORES, INC
(Firm/Company)
8723 WASHINGTON BLVD
(Address)
Albena City CA 90232
(City/State/Zip)

500003259845-5
-05/19/00-01102-001
*****87.50 *****87.50

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

Joseph Agi at (310) 842 7777
(Name of Person) (Area Code & Daytime Telephone Number)

W-13434

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

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FILED
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

JOSEPH AFI
8723 WASHINGTON BLVD
CULVER CITY, CA 90232

SUBJECT: FOR JOSEPH STORES, INC.
Ref. Number: W00000013434

We have received your document for FOR JOSEPH STORES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 500A00029649

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. FOR JOSEPH STORES, 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. CALIFORNIA
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 11/1998
(Date of incorporation)

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

6. 03/29/2000
(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. a. 8723 WASHINGTON BLVD, CULVER CITY CA 90232
(Principal office address)

b. Same
(Current mailing address)

8. Retail
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

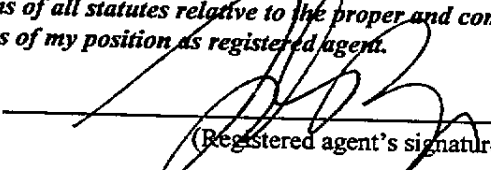
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Noh TESTAYES

Office Address: 832 LINCOLN ROAD
MIAMI BEACH, Florida 33139
(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.


(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.

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TALLAHASSEE

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOSEPH AGI

Address: 1242 S. Camden DR. Los Angeles CA 90035

Vice President: _____

Address: _____

Secretary: Lawrence Agi

Address: 1242 S. Camden DR Los Angeles CA 90035

Treasurer: _____

Address: _____

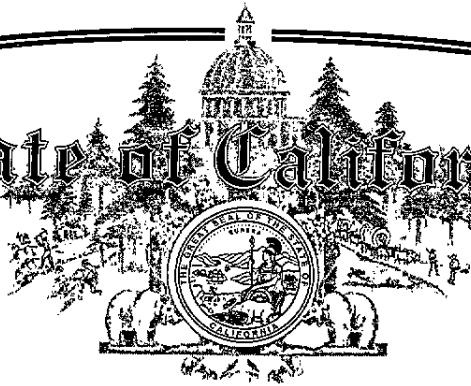
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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **4TH** day of **NOVEMBER, 1998**, **FOR JOSEPH STORES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

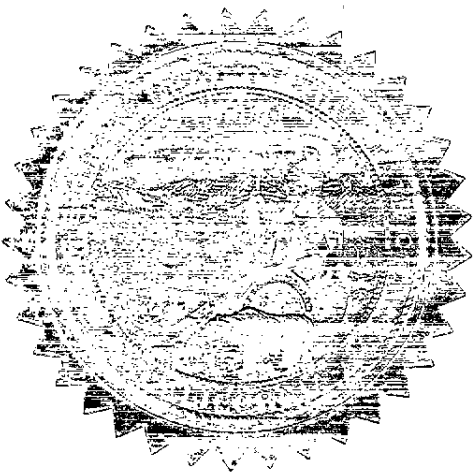
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 12, 2000.



Bill Jones
BILL JONES
Secretary of State