



THE UNITED STATES
CORPORATION
COMPANY

F00000007231

ACCOUNT NO. : 072100000032

REFERENCE : 615711 432274

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
00 DEC 28 PM 5:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : March 7, 2000

ORDER TIME : 12:01 PM

ORDER NO. : 615711-005

300003162563--2

CUSTOMER NO: 4322747

CUSTOMER: Gloria Dunn, Legal Assistant
Grubman Indursky & Schindler,
152 W. 57th St.
31st Fl.
New York, NY 10019

W-6330

FOREIGN FILINGS

NAME: FRESCO GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 MAR -8 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom

*3/12
12/28*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

CSC
ATTN; TAMARA ODOM

SUBJECT: FRESCO GROUP, INC.
Ref. Number: W00000006330

RESUBMIT

00 DEC 28 11 5 22
FILED
SECRET
TALLAHASSEE, FLORIDA
STATE

We have received your document for FRESCO GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

As discussed, we need a RESOLUTION adopting an ALTERNATE NAME for this corporation to use in Florida.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 500A00015134

RECEIVED
00 DEC 28 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 2000

CSC
ATTN: TAMARA ODOM

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FRESCO GROUP, INC.
Ref. Number: W00000006330

We have received your document for FRESCO GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, 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 note that we are returning the documentation you submitted, as it is not the same as the certificate described above.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 100A00013082

00 DEC 28 PM 5:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
60 MAR 14 AM 10:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
original does not returned - only photocopy of
only supp doc returned

00 DEC 28 PM 5:22
FILED
TALLAHASSEE, FL 32304
SECRETARY OF STATE

General Authorization

RESOLVED, that each of the proper officers of this Corporation be, and are hereby, authorized, empowered and directed to do and perform all such acts, deeds and things, including compliance with all Federal and state laws, and to make, negotiate, execute and deliver or cause to be made, negotiated, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of or on behalf of the Corporation (under the seal of the Corporation or otherwise) and to pay all such expenses, as such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, undertakings, documents, instruments or certificates or the payment of such expenses, as the case may be, by or under the direction of any authorized officer).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the th day of March, 2000.



Francisco Escobar Thompson, Director

FRESCO GROUP, INC.
(a New York corporation)

ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR

00 DEC 28 PM 5:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of Fresco Group, Inc., a New York corporation (the "Corporation"), does hereby adopt the following resolutions by written consent in accordance with New York Corporation Law:

Ratification of Actions of Officers

RESOLVED, that the actions of the officers of the Corporation, be, and they hereby are, ratified, confirmed and approved in all respects.

Application for Authorization to Transact Business in the State of Florida

RESOLVED, that the proper officers of the Corporation are hereby authorized to apply for authorization to transact business in the State of Florida and are hereby, authorized, empowered and directed to do and perform all such acts, deeds and things, including compliance with all Federal and state laws, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of, or on behalf of, the Corporation which empower the Corporation to transact business in the State of Florida.

WHEREAS, the name of the Corporation "Fresco Group, Inc. is unavailable for use in the State of Florida.

NOW THEREFOR, be it

RESOLVED, that the Corporation shall authorize that the business transacted in the State of Florida be transacted under the name of "Fresco Group New York, Inc."

**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

FRESCO GROUP, INC. doing business in Florida as

FRESCO GROUP NEW YORK, INC.

1. (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.)

New York

2. (State or country under the law of which it is incorporated)

3. (FEI number, if applicable)

10/20/99

4. (Date of incorporation)

Perpetual

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

3/6/00

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

8182 N.W. 31st Street

7. (Current mailing address)

Miami, Florida 33122 Attn: Laura Gallo

(Current mailing address)

Apparel importer

8. (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: **Corporation Service Company**

Office Address: **1201 Hays Street**

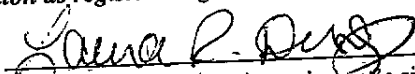
Tallahassee

Florida, 32301

(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.

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: Francisco Escobar

Address: 8182 N.W. 31st Street
Miami, Florida 33122

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
DEC 28 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Francisco Escobar

Address: 8182 N.W. 31st Street
Miami, Florida 33122

Vice President: Carolina Escobar

Address: 8182 N.W. 31st Street
Miami, Florida 33122

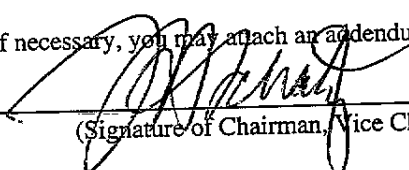
Secretary: Larry H. Schatz

Address: c/o Grubman Indursky & Schindler, P.C.
152 West 57th Street, 31st Fl.

Treasurer: New York, New York 10019

Address: _____

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

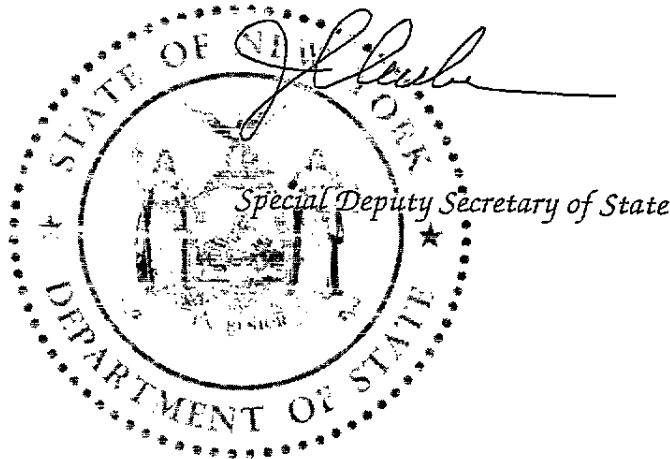
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry H. Schatz, Secretary
(Typed or printed name and capacity of person signing application)

State of New York
Department of State ss:

I hereby certify, that the Certificate of Incorporation of FRESKO GROUP, INC. was filed on 10/20/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of dissolution, and upon such examination, no such certificate, order record has been found, and that so far as indicated by the records 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 10th day of March
two thousand.



200003130165 51

FILED
DEC 28 PM 5:22
SECRETARY OF STATE
ALBANY, NEW YORK