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OCT - 1 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 536651 4336812
AUTHORIZATION : *Patricia Piggs*
COST LIMIT : \$ 70.00

ORDER DATE : September 20, 2001

ORDER TIME : 10:36 AM

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ORDER NO. : 536651-005

CUSTOMER NO: 4336812

CUSTOMER: Jay Fox, Esq
O'donnell & Fox, P.c.
880 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: BRIGHT START CORPORATION

BY

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. BRIGHT START CORPORATION
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 13-3571733
(FEI number, if applicable)
4. MAY 9, 1990
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 9441 Harding Avenue, Surfside, FL 33154
(Principal office address)
9441 Harding Avenue, Surfside, FL 33154
(Current mailing address)
8. ENTICEMENT PROGRAMS FOR INFANTS AND TODDLERS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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
(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.

Corporation Service Company

Patrick Lalor

(Registered agent's signature)

Patrick Lalor, Assistant Secretary

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

A. DIRECTORS

Chairman: JAY FOX
Address: 880 3rd Ave New York, NY 10022

Vice Chairman: SARA BERMAN
Address: 880 3rd Ave New York, NY 10022

Director: SHELDON ENGELHARD
Address: CROCKER PLAZA
5355 TOWN CENTER Rd BOCA RATON, FL 33486

Director:
Address:

B. OFFICERS

President: JAY FOX
Address: 880 3rd Ave New York, NY 10022

Vice President:

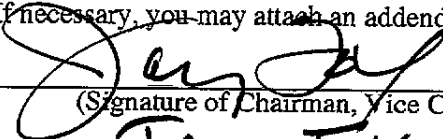
Address:

Secretary: SARA BERMAN
Address: 880 3rd Ave New York, NY 10022

Treasurer:

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. JAY FOX, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHT START CORPORATION" 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1351576

DATE: 09-20-01

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