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LAW OFFICES

ERNEST K. KOEHLER

111 W. WASHINGTON STREET

SUITE 1251

CHICAGO, ILLINOIS 60602

PHONE: 312 - 372-5911

FAX: 312 - 726-5410

FLORIDA OFFICE

300 S.E. THIRD AVENUE

SUITE 300

FORT LAUDERDALE, FL 33316

PHONE: 954 - 763-2122

FAX: 954 - 462-0128

November 27, 2001

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Joan Weinstein LTD

800004702218--3
-12/03/01--01055--001
*****70.00 *****70.00

Gentleman:

I herewith hand you the original signed Application by Foreign Corporation
for Authorization to Transact Business in Florida. 1001.27592

I further hand you Resolution of Board of Directors signed by the sole
shareholder.

Enclosed you will find a certified copy from the State of Illinois of the
Articles of Incorporation of Joan Weinstein LTD and an original Certificate of
Good Standing showing Joan Weinstein LTD in good standing in Illinois at this
time.

I also enclose my check in the amount of \$70.00 in payment of the
registration fee.

I would appreciate your forwarding a letter of acknowledgement upon
registration.

Yours Very Truly,

ERNEST K. KOEHLER

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02 JAN 29 PM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

ERNEST K. KOEHLER
111 W. WASHINGTON STREET
STE 1251
CHICAGO, IL 60602

SUBJECT: JOAN WEINSTEIN LTD.
Ref. Number: W01000027592

We have received your document for JOAN WEINSTEIN LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 901A00064147

02 JAN 29 PM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2001

ERNEST K. KOEHLER
111 W. WASHINGTON STREET
STE 1251
CHICAGO, IL 60602

SUBJECT: JOAN WEINSTEIN LTD.
Ref. Number: W01000027592

We have received your document for JOAN WEINSTEIN LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In the state of Florida LTD is considered a Limited Partnership Suffix so you would need to add a corporate suffix so we may be able to recognize the difference from a corporation.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 801A00067405

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. JOAN WEINSTEIN 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. Illinois
(State or country under the law of which it is incorporated)
3. 36 4400768
(FEI number, if applicable)
4. _____
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Jan 1, 2002
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Armand Poteshman 111 Deer Lake Road Suite 111, Deerfield, IL 60015
(Current mailing address)
8. Purchase, sale, consult on retail clothing business and any and all other lawful business which corporations may do.
(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: JOAN WEINSTEIN
Office Address: 2017 N. Bay Road
Miami Beach, Florida, 33140
(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.

[Signature]
(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, FLORIDA

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: Joan Weinstein

Address: 2017 N. Bay Road Miami Beach, FL 33140

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Joan Weinstein

Address: 2017 N. Bay Road Miami Beach, Florida 33140

Vice President: _____

Address: _____

Secretary: SAME

Address: _____

Treasurer: SAME

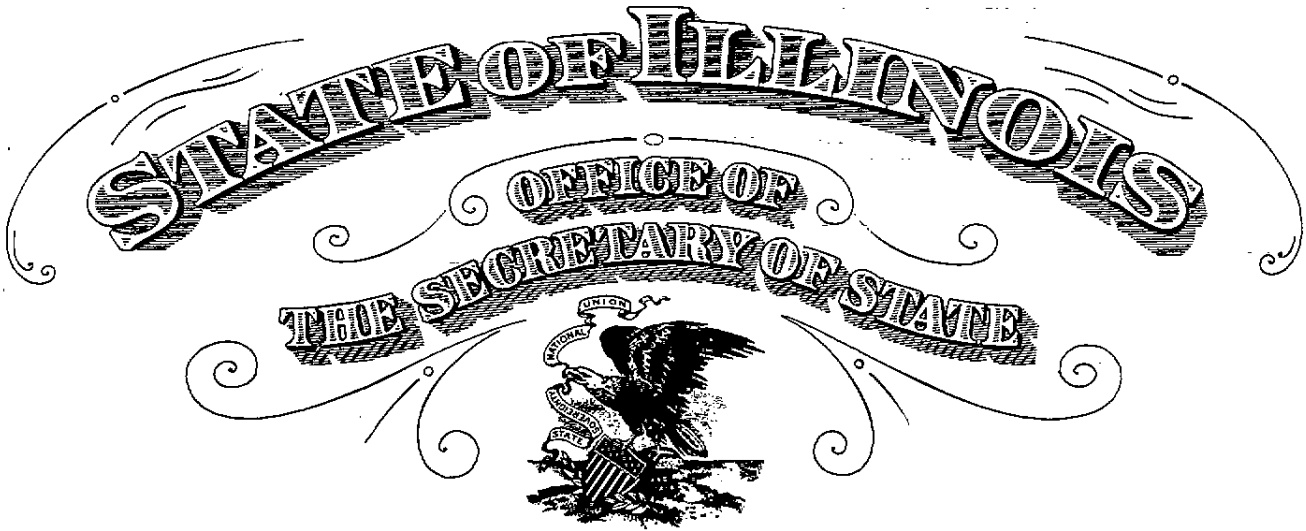
Address: _____

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. JAN WEINSTEIN - Sole Shareholder-Chairperson and President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that

JOAN WEINSTEIN, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 17, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 19TH
day of NOVEMBER A.D. 2001.*

Jesse White

SECRETARY OF STATE