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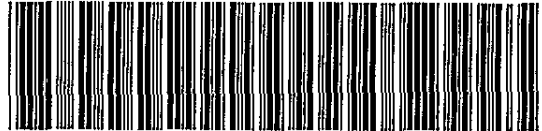
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 25, 2002

STEPHANIE ODEGARD
200 LEXINGTON AVE STE. 1206
NEW YORK, NY 10016

SUBJECT: STEPHANIE ODEGARD CO LTD
Ref. Number: W02000030811

We have received your document for STEPHANIE ODEGARD CO 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 use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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.

Marsha Thomas
Document Specialist

Letter Number: 402A00058962

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Stephanie Odegard Co., Ltd.
(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:

Stephanie Odegard
(Name of Person)

Stephanie Odegard Co., Ltd.
(Firm/Company)

200 Lexington Ave., Suite 1206
(Address)

New York, NY 10016
(City/State and Zip code)

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For further information concerning this matter, please call:

Pamela Yueh at (212) 545-0069
(Name of Person) (Area Code & Daytime Telephone Number)

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

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. Stephanie Odegard Co., Ltd., 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. New York 3. 13-3522124
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/8/1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(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. 3621 NE Miami Court, Ground Floor, Miami, FL 33137
(Principal office address)
200 Lexington Ave., Suite 1206, New York, NY 10016
(Current mailing address)

8. To set up showroom for wholesale/retail sales
(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: Silvana Harty

Office Address: 465 NE 50th Terrace

Miami, Florida 33137
(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.


(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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Stephanie Odegard

Address: 115 E. 90th Street, apt #8C, New York, NY 10128

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X _____

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

14. President

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

State of New York
Department of State

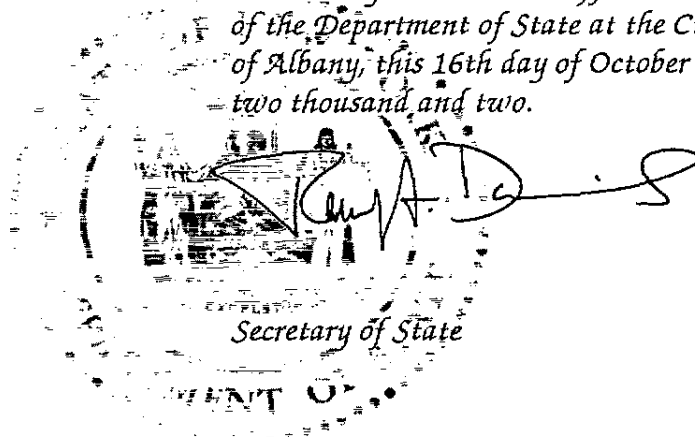
ss:

I hereby certify, that the Certificate of Incorporation of STEPHANIE ODEGARD CO., LTD. was filed on 04/08/1988, under the name of STEPHANIE ODEGARD CO., LTD., 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 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.

A Certificate of Amendment STEPHANIE ODEGARD CO., LTD., changing its name to STEPHANIE ODEGARD CO., LTD., was filed 04/25/1988.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of October
two thousand and two.



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