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A Registered Limited Liability Partnership

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File #: 62810

February 4, 2003

Brenda Tadlock
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Good Fellas Industries, Inc. – Application by Foreign Corporation for
Authorization to Transact Business in Florida*

BY U.S. MAIL

Dear Brenda:

Pursuant to our telephone conversation today, please find the following documents enclosed for filing with the Florida Division of Corporations:

1. One (1) original Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. One (1) original Certificate of Status of Domestic Corporation from the California Secretary of State, dated January 16, 2003, and acknowledging Good Fellas Industries, Inc.'s good legal standing in California; and
3. One (1) check from Awad & Awad LLP in the amount of eighty-seven dollars and fifty cents (\$87.50) which represents payment for the filing fee, certificate of status and certified copy fees. Please return all certified copies in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact Akram Awad or me.

Very truly yours,
Awad & Awad LLP



Kimberly A. Frasca

KAF:vm

Cc: Ronn Shipper
Enclosures: as stated

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GOOD FELLAS INDUSTRIES, INC.

(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:

Akram A. Awad, Esq.

(Name of Person)

Awad & Awad LLP

(Firm/Company)

550 S. Hope Street, Twentieth Floor

(Address)

Los Angeles, CA 90071

(City/State and Zip code)

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For further information concerning this matter, please call:

Akram A. Awad

(Name of Person)

at (213) 622-8090

(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. GOOD FELLAS INDUSTRIES, 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. May 29, 1997

(Date of incorporation)

5. Perpetual

(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. 1849 E. 50th Street, Los Angeles, CA 90058

(Principal office address)

1849 E. 50th Street, Los Angeles, CA 90058

(Current mailing address)

8. Sale of bedding and draperies

(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: Patricia Fairchild

Office Address: 1254 Cambridge Road

Maitland

(City)

, Florida 32751

(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.

Patricia Fairchild

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

A. DIRECTORS

Chairman: Judd Shipper
Address: 1849 E. 50th Street
Los Angeles, CA 90058

Vice Chairman: Derek Antaky, Director
Address: 1849 E. 50th Street
Los Angeles, CA 90058

Director: Eli Antaky
Address: 1849 E. 50th Street
Los Angeles, CA 90058

Director: Ronn Shipper
Address: 1849 E. 50th Street
Los Angeles, CA 90058

B. OFFICERS

President: Judd Shipper
Address: 1849 E. 50th Street, Los Angeles, CA 90058

Vice President: _____

Address: _____

Secretary: Derek Antaky
Address: 1849 E. 50th Street, Los Angeles, CA 90058

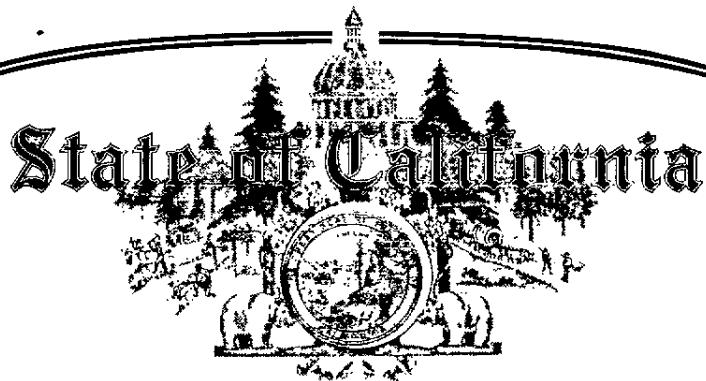
Treasurer: Eli Antaky
Address: 1849 E. 50th Street, Los Angeles, CA 90058

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

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

14. Judd Shipper, President
(Typed or printed name and capacity of person signing application)

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**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **29TH day of MAY, 1997, GOOD FELLAS INDUSTRIES, 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.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **January 16, 2003.**

Kevin Shelley

KEVIN SHELLEY
Secretary of State