

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Sexy U Products, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

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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.

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TALLAHASSEE, FLOR

1. Sexy U Products, 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. Delaware 3. 20-0129827
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 2, 2003 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. 3900 Morse Street, Denton, Texas 76208
(Principal office address)
3900 Morse Street, Denton, Texas 76208
(Current mailing address)
8. any lawful act or activity for which corporations may be organized to act under any specific jurisdiction
(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: C T Corporation System
Office Address: 1200 South Pine Island Road.
Plantation, Florida 33324
(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.

By: Barbara A. Stuewe C T Corporation System
(Registered Agent) 4/22/04
(Signature) (Date)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

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. 

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

14. Real Roos, Secretary

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

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TALLAHASSEE, FLORIDA

ATTACHMENT

**SEXY U PRODUCTS, INC.
OFFICERS AND DIRECTORS**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors:

Gary P. Schmidt
2525 Armitage Avenue, Melrose Park, Illinois 60160

William J. Cernugel
2525 Armitage Avenue, Melrose Park, Illinois 60160

Michael H. Renzulli
3900 Morse Street, Denton, Texas 76208

Officers:

Michael H. Renzulli -- President
3900 Morse Street, Denton, Texas 76208

Gary Robinson -- Vice President
3900 Morse Street, Denton, Texas 76208

Raal Roos - Secretary
3900 Morse Street, Denton, Texas 76208

Mark Faulkner -- Treasurer
3900 Morse Street, Denton, Texas 76208

Gary P. Schmidt -- Assistant Secretary
2525 Armitage Avenue, Melrose Park, Illinois 60160

Reed Anders -- Assistant Treasurer
2525 Armitage Avenue, Melrose Park, Illinois 60160

Delaware

The First State

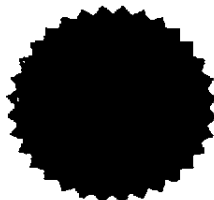
PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF A 8:52
DELAWARE, DO HEREBY CERTIFY "SEXY U PRODUCTS, INC." IS SECRETARY OF STATE
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN TALLAHASSEE, FLORIDA
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D.
2004.

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

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



3667990 8300

040242243

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3029019

DATE: 04-01-04