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FOREIGN PROFIT/NONPROFIT CORPORATION

BRAND SCIENCE AVENTURA FLORIDA, INC.

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October 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
UCC FILING & SEARCH SERVICES, INC.

RESUBMISSION
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SUBJECT: BRAND SCIENCE AVENTURA FLORIDA, INC.
REF: W06000046291

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The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Claretha Golden
Document Specialist
New Filing Section

FAX Aud. #: E06000257134
Letter Number: 306A00062796

**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. BRAND SCIENCE AVENTURA FLORIDA, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. June 28, 2006

(Date of incorporation)

5.

perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Brand Science, LLC, 358 Fifth Avenue, NY, NY 10001

(Principal office address)

(Current mailing address)

8. retail store for handbags

(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 NOT acceptable)

Name: **United Corporate Services, Inc.**

Office Address: **9200 South Dadeland Blvd., Suite 508**

Miami

(City)

, Florida

33156

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

A. DIRECTORS

Chairman: Abraham ChehebarAddress: 350 Fifth Avenue, New York, NY 10018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Steven JacarusoAddress: 358 Fifth Avenue, 8th Floor, New York, NY 10001

Vice President: _____

Address: _____

Secretary: Steven M. GerberAddress: 666 Fifth Avenue, 26th Floor, New York, NY 10103

Treasurer: _____

Address: _____

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Steven M. Gerber, Secretary

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

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SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRAND SCIENCE AVENTURA FLORIDA, INC." IS DULY 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRAND SCIENCE AVENTURA FLORIDA, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4182963 8300

060969116



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5136023

DATE: 10-23-06