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 TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Eddie B Holding Corp.

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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.*

1. Eddie B Holding Corp.

(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. 20-5813029

(FEI number, if applicable)

4. October 31, 2006

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

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

7. 5200 Town Center Circle, Suite 470

(Principal office address)

Boca Raton, FL 33486

(Current mailing address)

8. Holding Company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(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.

C T Corporation System

By: Corrie Bayan Spence Asst. Secy

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary M. Talarico

Address: 3200 Town Center Circle, Suite 470

Boca Raton, FL 33486

Director: Stefan Kaluzny

Address: One Embarcadero Center, 33rd Floor,

San Francisco, CA 94111

B. OFFICERS

President: See Exhibit A attached hereto

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

14. Mark A. Hajdich, Vice President
(Typed or printed name and capacity of person signing application)

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JULIA A. LEE
FIDELITY

Exhibit A

Eddie B Holding Corp.

Officers

Gary M. Talarico	Vice President & Treasurer	5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:
Michael B. Fieldstone	Vice President	5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486
Michael J. McConvery	Vice President & Assistant Secretary	5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486
Mark A. Hajduch	Vice President & Assistant Secretary	5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486
Stefan Kaluzny	Vice President & Secretary	One Embarcadero Center, 33rd Floor, San Francisco, CA 94111
Josh Olshansky	Vice President	One Embarcadero Center, 33rd Floor, San Francisco, CA 94111

Delaware

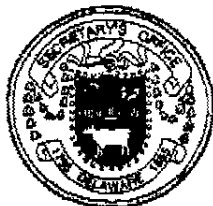
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDDIE B HOLDING CORP." 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 SECOND DAY OF NOVEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EDDIE B HOLDING CORP." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2006.



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061007572

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5167166

DATE: 11-02-06