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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED SECRETARY OF STATE
JAN 11 1984
TALLAHASSEE, FLORIDA

SUBJECT: Berly Designs International 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:

Michael L. Fernal
(Name of Person)
Berly Designs International Inc.
(Firm/Company)
1319 Hayne Ave.
(Address)
Bay Shore, FL 32314
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Michael or Lynn Fernal at (516) 968 - 0141
(Name of Person) Area Code & Daytime Telephone Number
(516) 968 - 8847

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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

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1. Baby Designs, Incorporated, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-22-94 5. perpetual Corp Jan 1 - Dec 31
(Date of Incorporation) (Duration: Your corp. will cease to exist or "perpetual")

6. UPON ACCEPTANCE
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1317 Chicago Ave.
Baby Store N.Y. 11706
(Current mailing address)

8. Jewelry - Baby Accessories
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Nelson Buffington

Office Address: 5. S. OCEAN AVE

DAYTONA BEACH, Florida, 32114
(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.

Nelson P. Buffington
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael K Fenn

Address: 1319 Elwyn Ave

Bay Shore NY 11706

Vice President: Lynn Fenn

Address: 1319 Elwyn Ave

Bay Shore NY 11706

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Michael K Fenn President

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

14.

Michael K Fenn President

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

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of BODY DESIGNS, INTERNATIONAL INC was filed 07/22/1994, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of October
one thousand nine hundred and
ninety-four.



Secretary of State

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