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ACCOUNT NO. : 072100000000

REFERENCE : 562780

AUTHORIZATION : Patricia Poyt

COST LIMIT : 122.50

ORDER DATE : March 20, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 562780

CUSTOMER NO: 2901A

CUSTOMER: Alex Lopez, Legal Asst
Walter Conston Alexander
90 Park Avenue

New York, NY 10016

W95-6216

FOREIGN FILINGS

NAME: INTERNATIONAL FASHION SHOWS
INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

5611522 7116-34
mtm



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 21, 1995

CSC NETWORKS

SUBJECT: INTERNATIONAL FASHION SHOWS INC.
Ref. Number: W95000006216

We have received your document for INTERNATIONAL FASHION SHOWS INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindi
Document Examiner

Letter Number: 095A00012577

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:

1. INTERNATIONAL FASHION SHOWS 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 15, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 135 West 41st Street
New York, New York 10036
(Current mailing address)

To engage in any lawful act or activity for which a corporation may be organized
8. under the General Corporation Law of the State of Delaware.
(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: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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: Corporation Service Company
Lisa G. Mulligan
(Registered agent's signature)
Lisa G. Mulligan, Authorized Representative

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: Paul O'Reilly

Address: 115 West 41st Street

New York, New York 10036

Director: Marshall Lester

Address: 115 West 41st Street

New York, New York 10036

B. OFFICERS

President: Marshall Lester

Address: see above

Vice President: _____

Address: _____

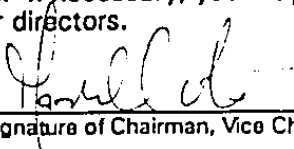
Chief Executive Officer / Secretary: Paul O'Reilly

Address: see above

Treasurer: Paul O'Reilly

Address: see above

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. Marshall Lester, President
(Typed or printed name and capacity of person signing application)

SE 11-12 PM 10:36

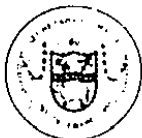
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL CASHION GROWS, 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 TWENTIETH DAY OF MARCH, A.D. 1995.

RECEIVED
MAR 22 1995



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7443967

DATE: 03-20-95