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M COMPLIANCE WITH SECTION 607: 1660; FLORIDA STATUTES: THE FOLLOWING IS: SUB-MITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF ELORIDA

(State or country under the law of which it is incorporated) (State or country under the law of which it is incorporated) (Dure 7, 1976 (Date of incorporation) (Parentual Correction) (Parentual Correction) (Federal Employer Identification number, if applicable) (Current mailing address) (Current mailing address)	nat it is a	ATION [®] or words or abbrevi corporation instead of a na resent.)	turel person or pe	artnership if not so c	ontained in the
(State or country under the law of which it is incorporated) June 7, 1976 (Date of Incorporation) (Duration) 94-2450490 (Federal Employer Identification number, if applicable) Quantity 5, 1993 Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, 380 Valley Drive, Brisbane, California 94005 (Current mailing address) Retail women', clothing and accessories. Priectors: Names and street addresses of officers and or directors: Directors: Manny Mashouf ddress: 380 Valley Drive Brisbane, CA 94005 irector Officers: Neda Mashouf ddress: 380 Valley Drive Bisbane, California 94005 Trish Moreno ddress: 380 Valley Drive Bisbane, California 94005					
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directors.)

President: Manny Mashouf Address: 380 Valley Drive Brisbane, California 94005 Vice President: Trish Moreno 380 Valley Drive Address: 品紹 Brisbane, California 94005 Neda Mashouf Secretary 유렇게 Address: :84 Valley Drive Brisbane, California 94005 Treasurer: Manny Mashouf 380 Valley Drive Address:

Brisbane, CA 94005
(if needed, you may attach an addendum to the application listing additional officers and/or

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: __c/o C T Corporation System, 1200 South Pine Island Road

Plantation ,Florida 33324

Zip Code

11. 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.

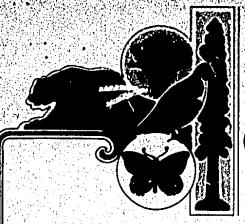
Registered agent's signature:

NASEEM A. CONDESTATE OF SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

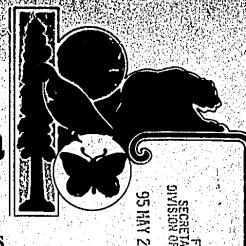
- 12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
- 13. _____(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)
- 14. Manny Mashouf, President

(Name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

1, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 7th day of June , $19^{\frac{20}{76}}$

BABE, INC.

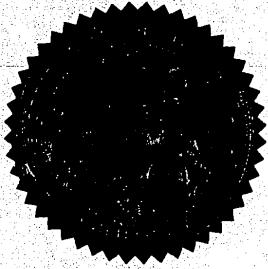
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this
19th day of May, 1995

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

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