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904-222-9171
904-222-0393 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 608900 86901D

AUTHORIZATION :

COST LIMIT : \$ PPD

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-06/09/95--01055--020
****122.50 ****122.50

ORDER DATE : June 2, 1995

ORDER TIME : 11:22 AM

ORDER NO. : 608900

CUSTOMER NO: 86901D

CUSTOMER: Ms. Regina Clerkin
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: LFS ACQUISITION CORP.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED
95 JUN -9 AM 11:49
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 1:44

**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. LFS ACQUISITION CORP.
(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
(State or country under the law of which it is incorporated.)
3. applied for
(FEI number, if applicable)
4. 5/26/95
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 1, 1995
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.186, F.S.))
7. 801 SENTOUS AVE.
CITY OF INDUSTRY, CA 91784
(Current mailing address)
8. OPERATE CHILDREN'S RETAIL STORES
(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:
The Prentice-Hall Corporation
System, Inc.
Name: _____
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: Vicki Schreiber, Asst. Secy.
(Registered agent's signature)
Vicki Schreiber, Asst. Secy.

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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DIVISION OF CORPORATIONS
95 JUN -9 PM 1:18

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

A. DIRECTORS

Chairman: Bernard Tessler
Address: 801 Sentous Avenue
City of Industry CA 91784

Vice Chairman: _____
Address: _____

Director: Eric Specter
Address: 450 Winks La
Bensalem PA

Director: Jeffrey Koffman
Address: 150 East 52nd Street
New York NY 10022

B. OFFICERS

President: Bernard Tessler
Address: 801 Sentous Avenue
City of Industry, CA 91784

Vice President: _____
Address: _____

Secretary: Joshua R. Goldberg
Address: 535 Madison Ave.
New York, NY 10022

Treasurer: _____
Address: _____

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

13.

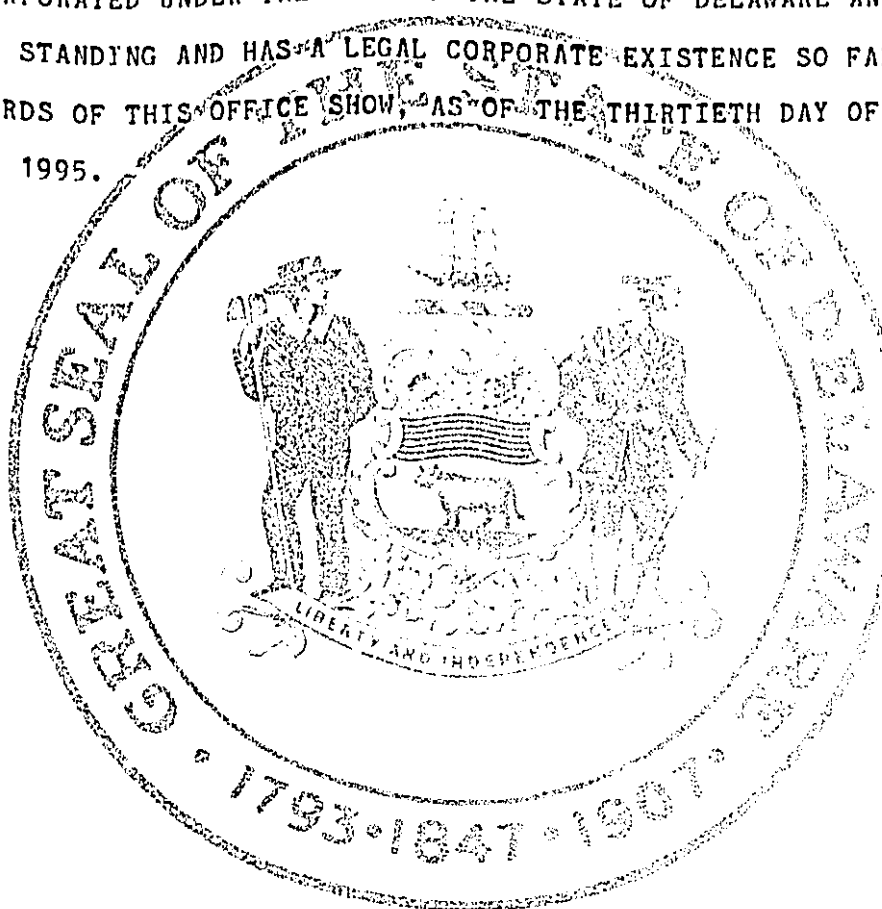

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LFS ACQUISITION 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 THIRTIETH DAY OF MAY, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 1:44



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7520214

DATE: 05-30-95