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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-7371
904-222-7371 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 621355 869012

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 16, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 621355

CUSTOMER NO: 869012

CUSTOMER: Ms. Denise Gayman
Prentice Hall Legal &
225 South 15th Street

Philadelphia, PA 19102

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-06/16/95--01051--003
****122.50 ****122.50

FOREIGN FILINGS

NAME: FISHMAN AND TOBIN, 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: Jennifer Moran

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
95 JUN 16 PM 1:43
95 JUN 15 AM 11:24
DIVISION OF CORPORATION

**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. Fishman and Tobin, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 12/23/47 4. Perpetual
(Date of Incorporation) (Duration)
5. 23-1306344
(Federal Employer Identification number, if applicable)
6. May 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
Plymouth Corporate Center
7. 625 Ridge Pike, Bldg. E, Suite 320, Conshohocken, PA 19428
(Current mailing address)
8. Clothing Manufacture
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Sylvan M. Tobin

Address: 101 Cheswold Lane, Apt. 50
Haverford, PA 19041

Vice Chairman: _____

Address: _____

Director: Bernard Fishman

Address: The Addison, 1500 S. Ocean Boulevard, PH 3/4
Boca Raton, FL 33432

Director: _____

Address: _____

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JUN 16 PM 1:43 '95

B. Officers:

President: Mark Fishman

Address: 848 Roscommon Road

Bryn Mawr, PA 19010

Vice President: _____

Address: _____

Secretary: Bernard Fishman

Address: The Addison, 1500 S. Ocean Boulevard, PH 3/4

Boca Raton, FL 33432

Treasurer: Sylvan M. Tobin

Address: 101 Cheswold Lane, Apt. 50

Haverford, PA 19041

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 HAYS STREET

Tallahassee

Florida

32301

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.

The Prentice-Hall Corporation System, Inc.

Registered agent's signature: By: Denise J. Gayman, Asst. V.P.

DENISE J. GAYMAN, ASST. V.P.

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. Mark Fishman

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Mark Fishman, President

(Name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

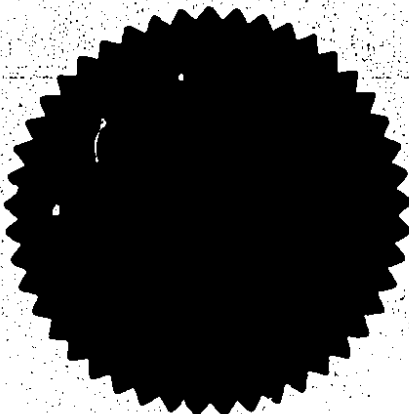
MAY 02, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

FISHMAN AND TOBIN INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

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