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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-233-9177
904-233-0033 FAX
800-342-8006



98 AUG 22
DIVISION OF REVENUE

ACCOUNT NO. : 072100000032
REFERENCE : 669283 3540A
AUTHORIZATION :
COST LIMIT : \$ 122.50 Patricia P. Pitt

ORDER DATE : August 25, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 669283

CUSTOMER NO: 3540A 200001571182

CUSTOMER: Michael Golden, Esq
Stroock & Stroock & Lavan
7 Hanover Square
New York, NY 10004-2594

FOREIGN FILINGS

NAME: INTERACT ACCESSORIES, INC.

X PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

X QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

RECEIVED
DIVISION OF REVENUE
TALLAHASSEE, FL
AUG 28 PM 12:39
WJ 8/28

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. Interact Accessories, 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
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. 8/15/95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. the date the Company is qualified to transact business
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 10945 McCormick Road
Hunt Valley, MD 21030
(Current mailing address)
8. Sale of electronic goods
(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 Hayes Street
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.

Carol K. Dolor
(Registered agent's signature)

Carol K. Dolor, 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: Robert L. Borchardt

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

Vice Chairman: _____

Address: _____

Director: Stuart Mont

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

Director: _____

Address: _____

B. OFFICERS

Chief Executive
Officer

~~President~~ Robert L. Borchardt

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

Vice President: _____

Address: _____

Secretary: Stuart Mont

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

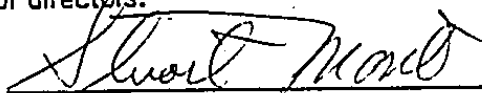
Treasurer: Joseph Massot

Address: 2950 Lake Emma Road

Lake Mary, FL 32746

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.

STUART MONT Sec

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

PAGE. 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTRAC ACCESSORIES, INC." IS 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 TWENTY-FIFTH DAY OF AUGUST, A.D. 1995.



Edw. Hunt

Edward J. Freel, Secretary of State

AUTHENTICATION:

7629638

DATE:

08 -25 -75

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