

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086



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ACCOUNT NO. : 072100000032

REFERENCE : 676329 069010

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : 570.00

ORDER DATE : September 7, 1995

ORDER TIME : 10:46 AM

ORDER NO. : 676329

CUSTOMER NO: 069010

CUSTOMER: Ms. Ann Jones
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1010
Miami, FL 33131

700001580667

FOREIGN FILINGS

NAME: FASHION PROMOTIONS LIMITED
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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SECRETARIAT
CORPORATE

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9-7

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. FASHION PROMOTIONS LIMITED 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. New York
(State or country under the law of which it is incorporated)

3. 13-2982674
(FBI number, if applicable)

4. March 1, 1979
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o Eckert Seamans, et al., 701 Brickell Ave., Suite 1850
Miami, FL 33131
(Current mailing address)

8. The marketing of apparel.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

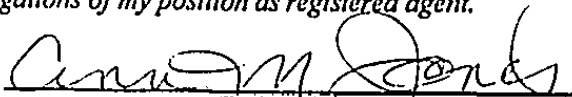
Name: The Prentice Hall Corporation Systems, Inc.

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.


(Registered agent's signature)

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Peter Bjernestad

Address: 35 Lexington Avenue, Norwalk, CT 06854

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Peter Bjernestad

Address: 35 Lexington Avenue, Norwalk, CT 06854

Vice President: _____

Address: _____

Secretary: Peter Bjernestad

Address: 35 Lexington Avenue, Norwalk, CT 06854

Treasurer: _____

Address: _____

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

13. *Peter Bjernestad*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter Bjernestad, President
(Typed or printed name and capacity of person signing application)

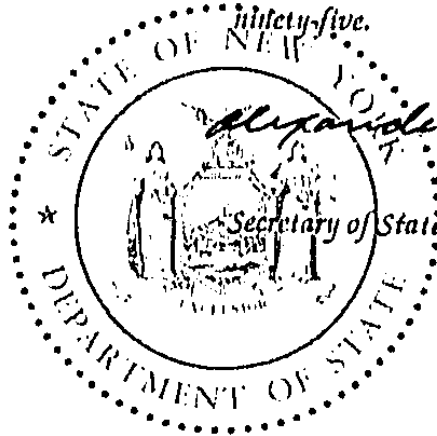
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of FASHION PROMOTIONS LIMITED was filed on 03/01/1979, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of August
one thousand nine hundred and
ninety-five.

Alexander F. Trenchwell



199508300098

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
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