

F95000004451

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations70000158657
-09/15/95--01096--014
++++70.00 +++++70.00SUBJECT: NIMI MEPHISTO CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LINDA LARUE
(Name of Person)

MEPHISTO, INC.
(Firm/Company)

540 Brickell Key Drive, #1723
(Address)

Miami, Florida 33131
(City/State/Zip)

95 SEP 13 AM 8:43
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1095-18451

Should you need to call someone concerning this matter, please call:

CR LINDA LARUE
(Name of Person)

JOSEPH E. NIDA, ESQ.
(Name of Person)

at (805) 568-1151
(Area Code & Daytime Telephone Number)

*Linda La Rue gave
auth to correct*

COURIER ADDRESS: #5 346

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

MEPHISTO M

Berkeley, CA
2111 Vine Street
94709
(510) 548-9500

9/12/95

To: Hon. Cousins
Dept. of State - Division of Conventions
From: Linda La Rue
Memphis - Brent Baron

Thank you for handling this and
for your help last week. We had
to send to our attorney in Santa
Barbara.

If you need anything else from
us please call me at (305) 372-7101
or fax me at (305) 372-5197. Please
feel free to call collect.

All applications, documents and
checks are enclosed.

Our UPS # is 310-87 W and
a red label sticker is also enclosed on
the return packet

Thank you again.

Linda

Main Office
7465 Hollister
Suite 406
Goleta, CA 931
(805) 968-9618
Fax: (805) 968-0888

WORLD'S FINEST WALKING SHOES

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. NIMI NEPHISTO 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. California
(State or country under the law of which it is incorporated)
3. 77-0374506
(FEI number, if applicable)
4. April 25, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or
"perpetual")
6. March 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 540 Brickell Key Drive, #1723
Miami, Florida 33131
(Current mailing address)
8. Retail sales
(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: Raymond L. Grimshaw
Office Address: 540 Brickell Key Drive, #1723
Miami, Florida, 33131
(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.

Raymond L. Grimshaw
(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. Name and address of officers and/or directors (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: LINDA LARUEAddress: 540 Brickell Key Drive, #1723, Miami, Florida 33131Vice Chairman: n/a

Address: _____

Director: Roy J. Millendor, Jr.Address: 120 El Paseo, Santa Barbara, California 93101-2229Director: Linda LaRueAddress: 540 Brickell Key Drive, #1723, Miami, Florida 33131

---LIST OF DIRECTORS CONTINUED ON NEXT PAGE


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

President: LINDA LARUEAddress: 540 Brickell Key Drive, #1723, Miami, Florida 33131Vice President: none

Address: _____

Secretary: ROY J. MILLENDER, JR.Address: 120 El Paseo, Santa Barbara, California 93101-2229Treasurer: SAM CACCESE (Chief Financial Officer)Address: 5730 Hollister Avenue, Suite E, Goleta, California 93117

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

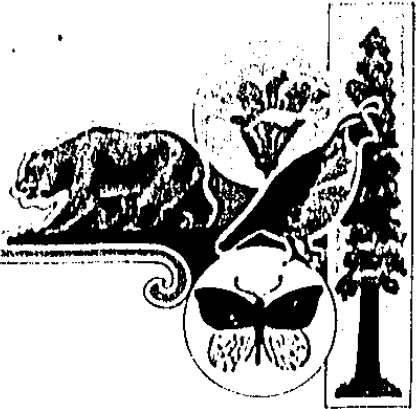
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. LINDA LARUE, Chairman of the Board, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

Attachment to
Application by Foreign Corporation for Authorization
to Transact Business in Florida

Item 12. continued -- Names and addresses of Directors

Director: Sam Caccese
Address: 5730 Hollister Avenue, Suite E, Goleta, California 93117

Director: Carlo Sarmiento
Address: 1933 Cliff Drive, Santa Barbara, California 93109



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 25th day of April, 1994.

MIMI MEPHISTO CORP.

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
14th day of September 1995

Bill Jones
BILL JONES
Secretary of State

February 25, 1997

F95000004451

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: F95000004451

Dear Sir/Madam,

This letter is to inform you that Mimi Mephisto Corp. is now officially Mimi's, Inc. and that our corporate address is:

5730 Hollister Avenue, Suite E
Goleta CA 93117
ph. 805/681-0198
fax 805/681-9628

Thank you.

Sincerely,

Sam Caccese
Sam Caccese
controller

KS 3/7