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November 9, 1995

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

200001634802
-11/14/95--01006--018
*****70.00 *****70.00

RE: B&Y By the Sea Beachwear of Wildwood, Inc.

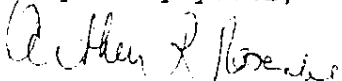
Dear Sir:

Enclosed please find the following documents with regard to the above corporation:

1. Transmittal Letter;
2. Application by Foreign Corporation;
3. Certified copy of Articles of Incorporation;
4. Certificate of Good Standing; and
5. Check in the amount of \$70.00.

Should you have any questions, please feel free to contact my office.

Very truly yours,


ARTHUR R. ROSENBERG

ARR/jc
Enclosures

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mtm

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: B & Y BY THE SEA BEACHWEAR OF WILDWOOD, INC.
(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:

ARTHUR R. ROSENBERG
(Name of Person)
STEIN, ROSENBERG & WINIKOFF, P.A.
(Firm/Company)
4875 NORTH FEDERAL HIGHWAY-7TH FLOOR
(Address)
FORT LAUDERDALE, FL 33308
(City, State and Zip Code)

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RECEIVED
FEDERAL
BUREAU OF
INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

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

ARTHUR R. ROSENBERG at (954) 772-5151
(Name of Person) Area Code & Daytime Telephone Number

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

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. B & Y BY THE SEA BEACHWEAR OF WILDWOOD, 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 JERSEY
(State or country under the law of which it is incorporated)
3. 22-2967501
(FEI number, if applicable)
4. April 25, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Corporation has not yet transacted business in this State.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4875 North Federal Highway-7th Floor
Port Lauderdale, FL 33308
(Current mailing address)
8. Any activity for which Corporation may be organized
(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: ARTHUR R. ROSENBERG
Office Address: 4875 N. Federal Highway-7th Floor
Fort Lauderdale, Florida, 33308
(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.

Arthur R. Rosenberg
(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: YEHUDAH CHEHEBAR

Address: 4875 North Federal Highway-7th Floor, Fort Lauderdale, FL 33308

Vice Chairman:

Address:

Director: YEHUDAH CHEHEBAR

Address: 4875 North Federal Highway-7th Floor, Fort Lauderdale, FL 33308

Director:

Address:

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

President: YEHUDAH CHEHEBAR

Address: 4875 North Federal Highway-7th Floor, Fort Lauderdale, FL 33308

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

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

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

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OFFICE OF THE SECRETARY OF STATE

NEW JERSEY SECRETARY OF STATE

TO BE BY THE SEA REACHING OF WILMINGTON, DEL.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/ARTICLES OF THE ABOVE-NAMED BUSINESS WAS FILED IN THIS OFFICE ON NOV. 12, 1992.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE OUTSTANDING FOR 95.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE OF

IS ATTACHED TO

WILMINGTON, DEL.

RECEIVED

AND THE REGISTERED AGENT IS LOCATED AT

NOV 13 1992

Christine R. Hickey

