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LYON HAYS STREET
TALLAHASSEE, FL 32304

800-344-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 772040 1186030

AUTHORIZATION

Patricia Piquit

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1995

600001668016

ORDER TIME : 11:06 AM

ORDER NO. : 772040

CUSTOMER NO: 1186030A

CUSTOMER: Beth Roth, Esq
Bernstein & Wasserman
950 Third Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: STEPHANIE HOLDINGS, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SEBRENA RANDOLPH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 21 PM 1:27
12/21

**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. Stephanie Holdings, 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. 65-0386243 (FEI number, if applicable)

4. 12/28/92 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 2/7/95 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6700 Noth Andrews Avenue
Fort Lauderdale, Fl 33309
(Current mailing address)

8. investments
(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 System, 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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber Asst. V.P.
(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.

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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: Elliot Loewenstern

Address: See Below

Vice Chairman: _____

Address: _____

Director: Richard Bronson

Address: See Below

Director: _____

Address: _____

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

President: Elliot Loewenstern

Address: 7227 Queen Ferry Circle

Boca Raton, Fl 33496

Vice President: _____

Address: _____

Secretary: Richard Bronson

Address: 451 Ocean Blvd.

Golden Beach, Fl 33160

Treasurer: _____

Address: _____

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. Elliot Loewenstern, President

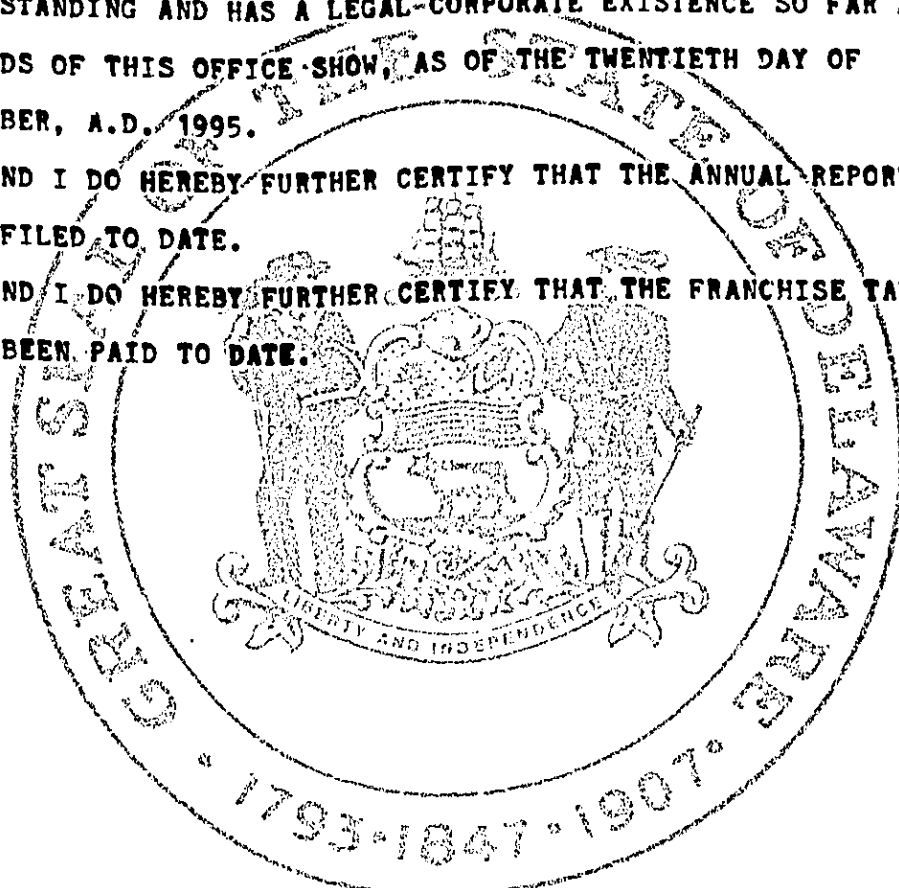
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STEPHANIE HOLDINGS, INC." IS DULY 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 TWENTIETH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 7760325

DATE: 12-20-95