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1201 HAYS STREET

800-342-8000

ALBANY, NY 12207

(518) 225-1171

(518) 225-1339



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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 778121 4301769

AUTHORIZATION : Patricia Pizito

CUST LIMIT : \$ 70.00

ORDER DATE : December 20, 1995

ORDER TIME : 11:29 AM

ORDER NO. : 778121

000001678890

CUSTOMER NO: 4301769

CUSTOMER: Kenneth Klein, Esq
Semel & Patrusky
100 Jericho Quadrangle

Jericho, NY 11753

FOREIGN FILINGS

NAME: LANDMARK PANTS CORP.

XXX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

**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. Landmark Pants 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. New York
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. August 5, 1976
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. To commence December 31, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1620 Grand Avenue
Baldwin, New York 11510
(Current mailing address)

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8. All Lawful Activities
(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,
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 J. [Signature]
(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: Ronald Lubel

Address: 25 Arlington Court, East Hills, New York 11576

Vice Chairman: _____

Address: _____

Director: Carol Karp

Address: 7 North Court, Oyster Bay Cove, New York 11771

Director: Andrea Drucker

Address: 50 Park Avenue E., Merrick, New York 11566

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

President: Ronald Lubel

Address: 1620 Grand Avenue

Baldwin, New York 11510

Vice President: _____

Address: _____

Secretary: Carol Karp

Address: 1620 Grand Avenue

Baldwin, New York 11510

Treasurer: Carol Karp

Address: 1620 Grand Avenue

Baldwin, New York 11510

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

13. ✓ Ronald Lubel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

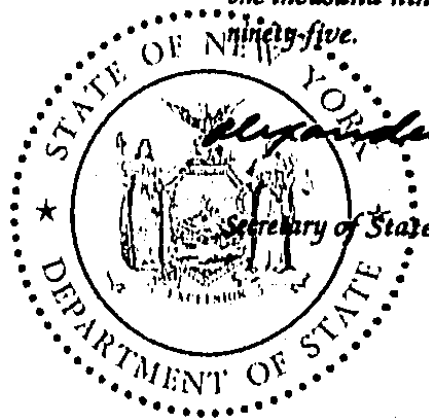
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of LANDMARK PANTS CORP. was filed on 08/05/1976, 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 20th day of December
one thousand nine hundred and
ninety-five.

Alexander F. Treadwell

Secretary of State



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DIVISION OF CORPORATIONS
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Requestor's Name _____
 1620 GRAND AVENUE _____
 BALDWIN, NY 11510 _____
 City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 50002305765---1
-09/29/97--01068--022
*****35.00 *****35.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal 9-30-97
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials CC

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

LANOMARK PARTS CORP.

(Name of Corporation)

NEW YORK

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1620 GRAND AVE

(Mailing Address)

BALDWIN NY 11510

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ronald Lubel

Signature

Pres

Title

RONALD LUBEL

Typed or printed name

7/25/97

Date

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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