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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SANDY SHOES, LTD.
(Name of corporation - must include suffix)

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****122.50 ****122.50

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:

W95-24420

JEFFREY H. PASTERNAK, ESQ.
(Name of Person)

350 FIFTH AVENUE, SUITE 7910
(Firm/Company)

NEW YORK, NEW YORK, 10118
(Address)

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

JEFFREY H. PASTERNAK, ESQ. at (212) 947-8294
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 14, 1995

JEFFREY H. PASTERNAK, ESQUIRE
350 FIFTH AVENUE, SUITE 7910
NEW YORK, NY 10118

SUBJECT: SANDY SHOES, LTD.
Ref. Number: W95000024420

We have received your document for SANDY SHOES, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

We regret that we were unable to reach you by telephone at either of the numbers you previously gave us by telephone.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00054194

JEFFREY H. PASTERNAK
ATTORNEY AT LAW

350 FIFTH AVENUE, SUITE 7910
NEW YORK, NY 10118

TEL: (212) 947-8294
FAX: (212) 465-9104

JEFFREY H. PASTERNAK, JD, CPA

41 SHORE PARK ROAD
GREAT NECK, NY 11023
(516) 829-3428

February 20, 1996

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399
Attn: Mr. Lee Rivers, Document Examiner

Re: Florida Registration of Sandy Shoes, Ltd. as Sandy
Shoes, Inc.

=====

Dear Mr. Rivers:

Please find enclosed herewith the revised application
for registration, together with a check in the amount of
\$ 152.50. Will you kindly process the application and send
a certified copy to my office as indicated in the
transmittal letter.

Very truly yours,


JEFFREY H. PASTERNAK

JHP: ns

**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. SANDY SHOES, INC., LTD., 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. 65-0621308
(FBI number, if applicable)

4. MAY 17 1995
(Date of Incorporation)

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

6. NO BUSINESS CONDUCTED
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6636 PATIO LANE

BOCA RATON, FLORIDA 33453
(Current mailing address)

8. MUSIC COMPOSITION & PRODUCTION
(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: MR. DAVID LUCAS

Office Address: 6636 PATIO LANE

BOCA RATON, Florida, 33453
(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.

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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: DAVID LUCAS

Address: 6636 PATIO LANE, BOCA RATON, FLORIDA 33453

Vice Chairman: _____

Address: _____

Director: DAVID LUCAS

Address: 6636 PATIO LANE, BOCA RATON, FLORIDA 33453

Director: _____

Address: _____

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

President: DAVID LUCAS

Address: 6636 PATIO LANE, BOCA RATON, FLORIDA 33453

Vice President: _____

Address: _____

Secretary: JEFFREY H. PASTERNAK

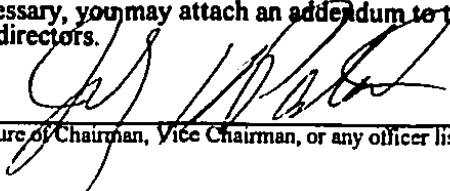
Address: 350 FIFTH AVENUE, SUITE 7910

NEW YORK, N.Y. 10118

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. JEFFREY H. PASTERNAK, SECRETARY
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANDY SHOES, LTD." 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7719448

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