

F96000001822

WYTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PLAZA
NEW YORK, NY 10004-1490
TELEPHONE: 212-688-1000
TELEFAX: 212-688-1800

1133 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20036
TELEPHONE: 202-778-9800
TELEFAX: 202-833-0401

698 EAST MAIN STREET
STAMFORD, CT 06904-0780
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

125 WORTH AVENUE
PALM BEACH, FL 33480

TELEPHONE: 407-855-7207
TELEFAX: 407-833-0780

April 4, 1996

2 THRODMORTON AVENUE
LONDON EC2N 2DL ENGLAND
TELEPHONE: 011-44171-628-4831
TELEFAX: 011-44171-838-0443

RUE DU TACITURNE 42
B-1040 BRUSSELS, BELGIUM
TELEPHONE: 011-322-230-1302
TELEFAX: 011-322-230-0280

8-7, ATAGO I-CHOHSE
MINATO-KU, TOKYO 108, JAPAN
TELEPHONE: 011-813-3437-0740
TELEFAX: 011-813-3437-0261

2508 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **The Marque of Excellence, Inc.**

300001773893
-04/09/96--01089--019
****131.25 ****131.25

Dear Sir or Madam:

In reference to the above-captioned matter, enclosed please find the following documents:

1. The original Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. The original Certificate of Corporate Resolution; and
3. The original Certificate of Good Standing dated 3/1/96 from the State of Delaware, Office of the Secretary of State.

Enclosed please find a check made payable to the Secretary of State in the amount of \$131.25. The breakdown is as follows:

Filing fee for the Application by Foreign Corporation to Transact Business in Florida	\$ 122.50
Certificate of Good Standing	<u>8.75</u>
Total	\$ 131.25

If you have any questions, please do not hesitate to call me.

Sincerely,


Guy Rabideau

Hk 4/11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 PM 12:31

GR:djb
Enclosures

CERTIFICATE OF CORPORATE RESOLUTION

I, WARREN TREMAIN, do certify that I am a director of THE MARQUE OF EXCELLENCE, INC., a Delaware corporation (the "Corporation"). I further certify that, at a meeting of the Board of Directors of the Corporation, held on February 26, 1996, at which meeting a quorum of the Directors of the Corporation were present in person, the following resolutions were unanimously adopted by the Directors:

RESOLVED, the Corporation wishes to do business in the State of Florida, but has been advised that its name is confusingly similar to another corporation already doing business in the State of Florida, therefore, it does hereby adopt the name CAPS R US, INC. with which to do business with in the State of Florida.

RESOLVED, the Corporation is hereby authorized to file this Certificate of Corporate Resolution with the Florida Secretary of State along with its Application By Foreign Corporation For Authorization to Transact Business In Florida.

An I do further certify that the foregoing resolutions were validly adopted, are within the powers of the Directors of the Corporation, and is now in full force and effect.



THE MARQUE OF EXCELLENCE, INC., a
Delaware corporation


WARREN TREMAIN, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 PM 12:31

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. THE MARQUE OF EXCELLENCE, 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 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1993 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480
(Current mailing address)
8. EMBROIDERY SERVICE AND ALL OTHER LAWFUL BUSINESS WHICH MAY BE DONE BY A CORPORATION.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

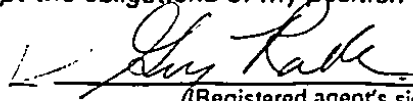
9. Name and street address of Florida registered agent:

Name: GUY RABIDEAU, ESQUIRE
Office Address: 125 WORTH AVENUE, SUITE 310
PALM BEACH, Florida, 33480
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 9 PM 2:31

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.

12: Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: WARREN TREMAIN

Address: 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

Vice Chairman: _____

Address: _____

Director: NORIKO HORIE

Address: 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

Director: _____

Address: _____

B. OFFICERS

President: WARREN TREMAIN

Address: 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

~~Assistant Secretary~~
Vice President: XXXXXXXXXXXXXXXXXXXX

~~Assistant Secretary~~
Address: XXXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXXX

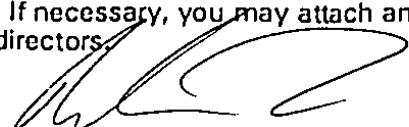
Secretary: WARREN TREMAIN

Address: 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

Treasurer: WARREN TREMAIN

Address: 380 SOUTH COUNTY ROAD
PALM BEACH, FL 33480

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

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

14. WARREN TREMAIN, PRESIDENT
(Typed or printed name and capacity of person signing application)

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 "THE MARQUE OF EXCELLENCE, 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 FIRST DAY OF MARCH, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 PH12:31



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7849747

03-01-96

2321352 8300

960060372