

Document Number Only

F970000006157

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002352913--1

-11/20/97--01044--033

*****78.75 *****78.75

The Rose Group Corporation w/ Resolution

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☒ CUS

☐ After 4:30

☒ Pick Up

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 NOV 20 PM 12:38 97 NOV 20 PM 2:06

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Name Availability
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Acknowledgment
W.F. Verifier

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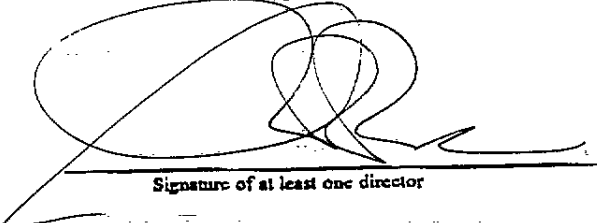
CR2E031 (1-89)

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Sheldon R. Rose, do hereby certify
that this Resolution of the Board of Directors of The Rose Group Corporation,
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on November, 19 97.

Resolved, that The Rose Group Corporation organized
and existing in the State of Delaware, hereby adopts the
name Fresh Babies, Inc. for use in Florida.

Dated: November 14, 1997



Signature of at least one director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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 Rose Group Corporation d/b/a Fresh Babies, 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. 13-3939766
(FEI number, if applicable)
4. March 13, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))
7. 2073 Porter Lake Drive - Unit D
Sarasota, FL 34240
(Current mailing address)
8. Manufactures and distributes infant and post-natal products
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryant
(Registered agent's signature) (Officer)

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS

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: Mr. Sheldon R. Rose

Address: ~~70 Tranquility Road~~ 8990 Wembley Court
~~Wesley Hills, NY 10901~~ Sarasota, FL 34238

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mr. Sheldon R. Rose

Address: ~~70 Tranquility Road~~ 8990 Wembley Court
~~Wesley Hills, NY 10901~~ Sarasota, FL 34238

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

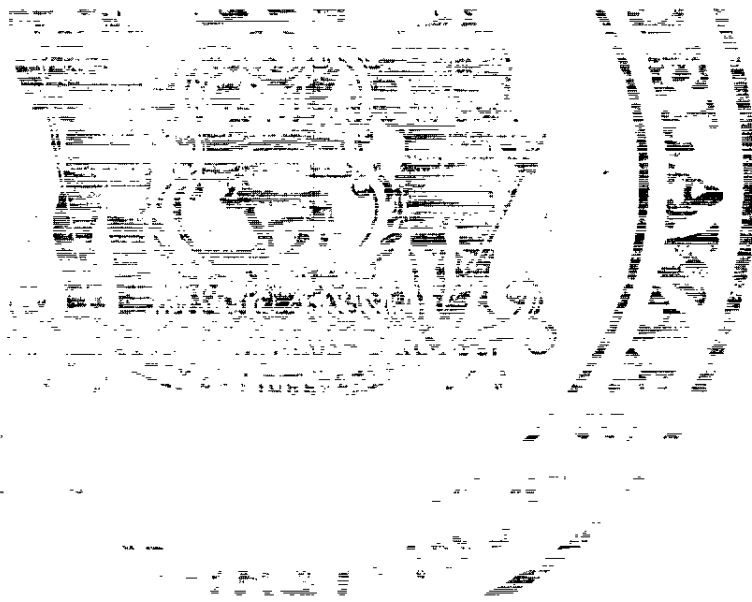
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Sheldon R. Rose - Chairman
(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 ROSE GROUP CORPORATION" 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 SEVENTEENTH DAY OF OCTOBER, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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971345662

AUTHENTICATION: 8707640

DATE: 10-17-97