

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-243-8062 • Fax (850) 222-1222

F97000006233

Fashion Solutions USA, Inc.

500002356345--0

-11/25/97--01006--031

\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File Photo
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

11/25

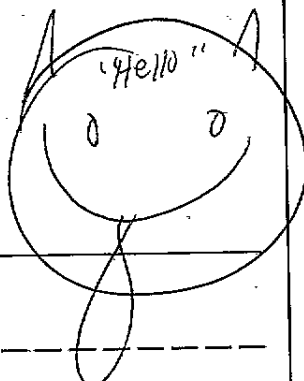
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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DIVISION OF CORPORATION

Signature



Requested by:

Name

Date

Time

Walk-In

Will Pick Up

11-25-97

11:00



FASHION SOLUTIONS USA INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 24, 1997

Freta Lott  
Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Dear Ms Lott,

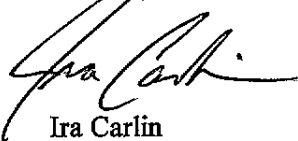
Per our conversation last week I am writing to you to confirm the following information.

Fashion Solutions USA Inc. a Delaware Corporation conducting business in Massachusetts does not and has not under the Florida statutes as defined conduct business in Florida. No contracts or physical distribution for products produced by Fashion Solutions USA Inc. are processed by the Florida office. I am a resident of Florida and as the owner of the company I maintain a small home office here.

The sole purpose for registering the corporation in Florida is to comply with the banking requirements of Barnett Bank in order to secure a line of credit for Fashion Solutions USA Inc.

Please process the registration as soon as possible as this is the only requirement holding up the banks processing the loan. Thank you for your assistance in this matter.

Sincerely,



Ira Carlin  
President

12188 NW 9TH DR.  
CORAL SPRINGS  
FLORIDA 33071  
954-345-2414  
IRACARLIN@SPRYNET.COM

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**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

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1. FASHION SOLUTIONS USA INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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 (USA)

(State or country under the law of which it is incorporated)

3. 04-3050047

(FEI number, if applicable)

4. April 26, 1989

(Date of incorporation)

5. Perpetual

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

6. See letter attached - Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 12188 NW 9th Dr Coral Springs, FL 33071

Corp. Head Office: 200 Butterfield Dr Ashland, MA 01721  
(Current mailing address)

8. No contractual dealings in Florida. Registering as banking requirement only.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: IRA CARLIN

Office Address: 12188 NW 9th Dr.

Coral Springs, Florida, 33071  
(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.

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: IRA CARLIN

Address: 12188 NW 9th DR.

Coral Springs, FL 33071

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: IRA CARLIN

Address: 12188 NW 9th DR.

Coral Springs, FL 33071

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: IRA CARLIN

Address: 12188 NW 9th DR.

Coral Springs, FL 33071

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: IRA CARLIN

Address: 12188 NW 9th DR.

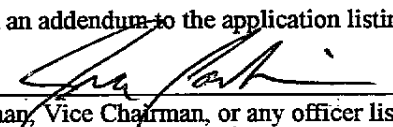
Coral Springs, FL 33071

Treasurer: IRA CARLIN

Address: 12188 NW 9th DR.

Coral Springs, FL 33071

**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. IRA CARLIN - President  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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TALLAHASSEE, FLORIDA  
PAGE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FASHION SOLUTIONS USA 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 NOVEMBER, A.D. 1997.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2194642 8300

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AUTHENTICATION:

8769037

DATE:

11-20-97