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December 19, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/22/97--01076--004
*****78.75 *****78.75

Re: MARC BARRY ASSOCIATES, INC.

Enclosed herein please find and originals and a copy of each of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entities. Please file the documents and return to me a stamped filed copy of each application Articles. Enclosed please find 1 check made payable to Florida Department of State in the amount of \$78.75, \$70.00 for the corporate filing fees and \$8.75 for a CERTIFIED COPY OF THE FILING..

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

aml

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. MARC BARRY ASSOCIATES, 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. NEW YORK STATE 3. 11-3382429

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 2, 1997 5. "perpetual"

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

6. Date of filing of this application

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

7. 650 West Avenue, Suite 1803
MIAMI BEACH, FL 33139

(Current mailing address)

8. Publishing, Marketing, Advertising services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Anne Taub

Office Address: 650 West Ave, Suite 1803,

MIAMI BEACH, Florida, Florida, 33139
(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.

Anne Taub
(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: Anne TAUB

Address: 650 West Ave, Suite 1803
MIAMI BEACH, FL 33139

Vice Chairman: _____

Address: _____

Director: Bernard Seeman

Address: 650 West Ave, Suite 1803
MIAMI BEACH, FL 33139

Director: _____

Address: _____

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

President: Anne Taub

Address: 650 West Ave, Suite 1803
MIAMI BEACH, FL 33139

Vice President: _____

Address: _____

Secretary: Bernard Seeman

Address: 650 West Ave, Suite 1803
MIAMI BEACH, FL 33139

Treasurer: - SAME -

Address: _____

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

13. Anne Taub Bernard Seeman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

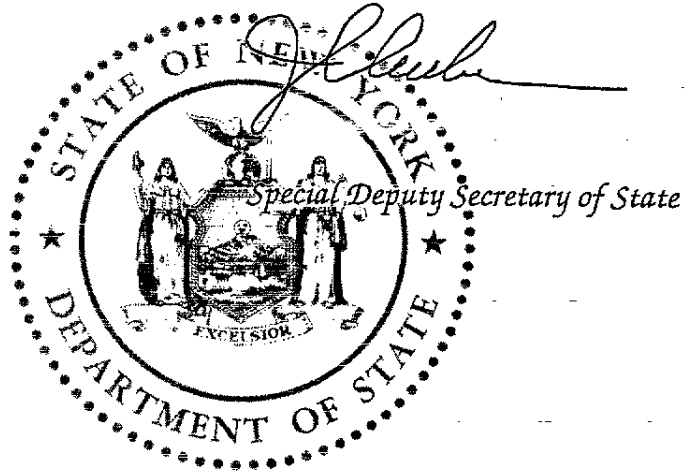
14. Anne TAUB Bernard Seeman
(Typed or printed name and capacity of person signing application)

State of New York
Department of State

} ss:

I hereby certify, that the certificate of incorporation of MARC BARRY ASSOCIATES, INC. was filed on 06/02/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, 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 12th day of December
one thousand nine hundred and
ninety-seven.



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