

F98000001027

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Fashion & Marketing, Inc.
(Name of corporation - must include suffix)

100002437871--2
-02/23/98--01092--003
*****70.00 *****70.00

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:

Ronald Ellis (Ronald Ellis)
(Name of Person)
Fashion & Marketing, Inc.
(Firm/Company)
2856 E Oakland Park Blvd.
(Address)
Ft Lauderdale, FL 33306
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

David Coven at (954) 565-8410
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

**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. Fashion + Marketing, 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 Hampshire
(State or country under the law of which it is incorporated)
3. 02-0468971
(FEI number, if applicable)
4. 11/3/93
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2856 E. Oakland Park Blvd.
Ft. Lauderdale, FL 33306
(Current mailing address)
8. marketing services
(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: David Coven
Office Address: 2856 E. Oakland Park Blvd.
Ft. Lauderdale, Florida, 33306
(Zip code)

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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.

David A. Coven
(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: Ronald Ellis

Address: 2856 E. Oakland Park Blvd.
Ft Lauderdale, FL 33306

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ronald Ellis

Address: 2856 E. Oakland Park Blvd.
Ft Lauderdale, FL 33306

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

14. Ronald Ellis
(Typed or printed name and capacity of person signing application)

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State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify FASHION & MARKETING, INC. (formerly BEN ELLIS CORPORATION) is a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on November 3, 1993. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that articles of dissolution have not been filed.

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IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 21st day of January, A.D. 1998

William M. Gardner

William M. Gardner
Secretary of State

