

F980000001231



ACCOUNT NO. : 072100000032

REFERENCE : 718332 4803290

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : February 24, 1998

ORDER TIME : 4:50 PM

ORDER NO. : 718332-005

CUSTOMER NO: 4803290

CUSTOMER: Fran La Vecchia, Legal Asst
Kramer, Levin, Naftalis &
41st Floor
919 Third Avenue
New York, NY 10022

800002446378--0

FOREIGN FILINGS

NAME: NOODLE KIDOODLE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 AM 9:32

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98 MAR -4 AM 9:11
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. Noodle Kidoodle, 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. 11-1771705
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/18/96 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. 6801 Jericho Turnpike, Suite 100
Syosset, NY 11791
(Current mailing address)
8. To own and lease real property; construct, lease, manage and operate retail stores.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Carol K. Krole
(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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

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. Stewart Katz, President

(Typed or printed name and capacity of person signing application)

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NOODLE KIDOODLE INC.
6801 Jericho Turnpike, Suite 100
Syosset, NY 11791
516-677-0500

Federal ID# - 11-1771705

Stanley Greenman
Chairman of the Board, Chief Executive Officer, Treasurer
SS# 094-40-5315
339 Mill River Road
Upper Brookville, NY 11771

Stewart Katz
President, Chief Operating Officer, Assistant Secretary
SS# 182-32-9219
43 Diana Trail
Roslyn, NY 11576

Kenneth S. Betuker
Vice President, Chief Financial Officer, Secretary
SS# 296-48-5795
85 Spring Valley Rd
Ridgefield, CT 06877

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Noodle Kidoodle, Inc.

DIRECTORS

Robin Farkas

Stanley Greenman

Lester Greenman

Stewart Katz

Joesph A. Madenberg

Melvin C. Redman

Barry W. Ridings

Robert Stokvis

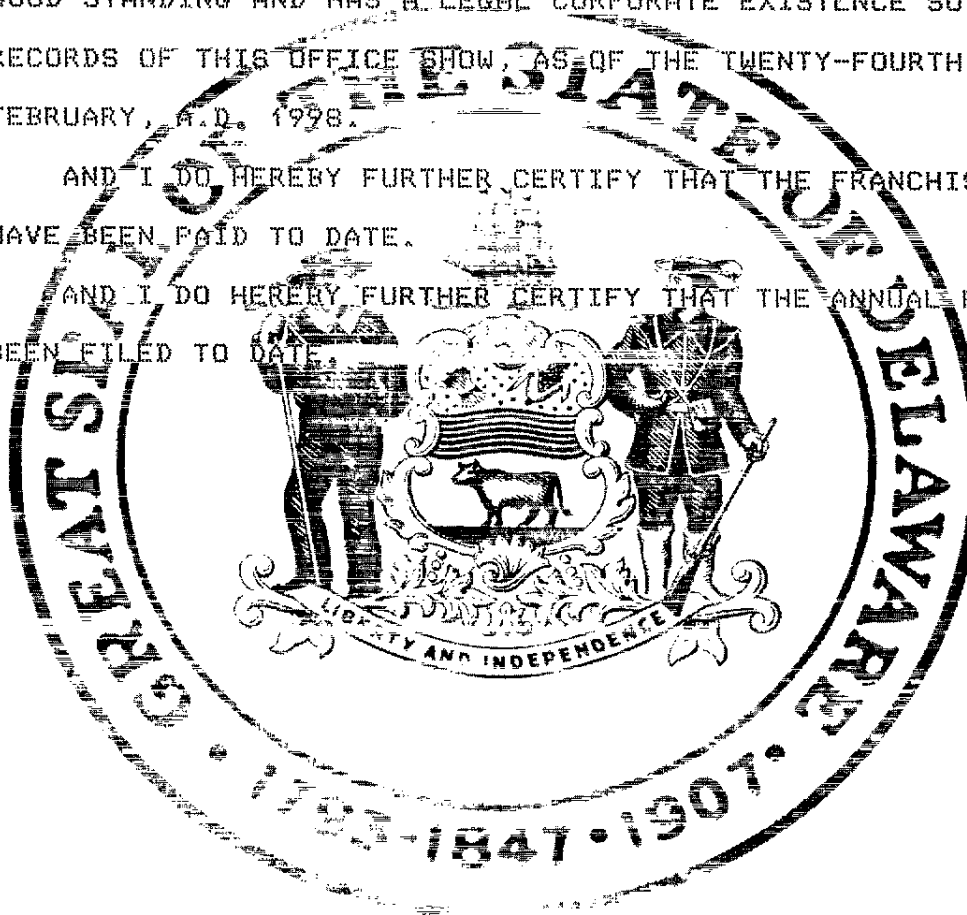
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOODLE KIDOODLE, 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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 SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

02-24-98