

F 9800000 2315

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800002469778--3

-03/27/98-01001-015

*****8.75 *****8.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FIRST AVENUE FINANCIAL, INC (Corporation Name) 0 (Document #)

2. _____ (Corporation Name) _____ (Document #)

800002469778--3

03/27/98-01001-016

*****8.75 *****8.75

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #) W98-6793

Walk in Pick up time _____ Certified Copy

Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe MAR 26 1998

CR2E031(10/92)

DIVISION OF CORPORATION
 FILED
 SECRETARY OF STATE
 CORPORATION DIVISIONS
 98 MAR 26 PM 3:04
 98 APR 23 AM 9:26

4/23

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

FILINGS, INC. - TERESA ROMAN

SUBJECT: FIFTH AVENUE FRAGRANCES, INC.
Ref. Number: W98000006793

We have received your document for FIFTH AVENUE FRAGRANCES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00016372

98 APR 23 AM 9:27

FILED
SECRETARY OF STATE
CORPORATIONS

RITTER & CHUSID

ATTORNEYS AT LAW

THE NATIONSBANK PLAZA

7000 WEST PALMETTO PARK ROAD, SUITE 400

BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHEL CHUSID*
KEITH A. GOLDBLUM

(561) 394-2180
BROWARD: (954) 920-0223
FAX: (561) 394-2582

DADE OFFICE:
SUITE 610

ALHAMBRA INTERNATIONAL CENTER
255 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134

OF COUNSEL:

WARREN J. KOZLOW
CAROLYN ANNE PICKARD

*Also Admitted in New York

April 9, 1998

Mr. Michael Mays
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Fifth Avenue Fragrances, Inc.
Ref. Number: W98000006793

Dear Mr. Mays:

This letter is in response to your letter dated March 26, 1998 imposing a civil penalty of \$1,000.00 against our client, Fifth Avenue Fragrances, Inc., for its failure to timely submit its Application by a Foreign Corporation for Authorization to Transact Business in the State of Florida ("Application").

Prior to submitting this letter to you, we attempted to contact the Florida Department of State for purposes of seeking an abatement to the above described penalty. We were advised that it would be necessary for us to make a written request for abatement. Accordingly, below is our explanation of the circumstances surrounding the filing of the Application.

As you can see from the Application previously submitted to the Florida Department of State, our client executed the Application on August 12, 1997. We intended to file the Application with a Certificate of Merger in lieu of the Certificate of Existence, our client being the surviving corporation of Articles of Merger submitted for Fifth Avenue Fragrances, Inc., a Florida corporation, and Fifth Avenue Fragrances, Inc., a corporation organized in the Territory of the British Virgin Islands. However, prior to submitting the Application for filing, we determined that the Certificate of Merger would not be acceptable by the Florida Department of State as evidence of the existence of the corporation formed in the British Virgin Islands and, therefore, determined the need for a Certificate of Existence

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 AM 9:27

Page 2
April 9, 1998

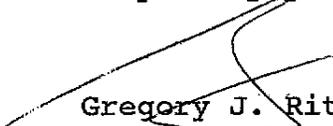
with respect to Fifth Avenue Fragrances, Inc. formed in the British Virgin Islands. We then contacted a law firm connected with the British Virgin Islands in an effort to obtain the necessary certificate to file with the Application. We contacted this firm many times since the execution of the Application without any success. It was not until March, 1998 that we actually received the Certificate of Existence at which time it was immediately forwarded to the Florida Department of State for filing.

Based upon the foregoing, it is clear that it was not Fifth Avenue Fragrance's intention not to file the Application. Unfortunately, the filing of the Application was delayed due to circumstances beyond our client's control. Accordingly, we are asking that the \$1,000.00 penalty fee be abated and that the Application be accepted for filing with the normal statutory fees.

We appreciate your courtesy and cooperation and hope that you will honor our request.

If you have any questions or desire any further information, please do not hesitate to contact me.

Very truly yours,


Gregory J. Ritter

GJR:cm

cc: Fifth Avenue Fragrances, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 AM 9:27

APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA §607.1503, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF
FLORIDA:

1. Name of Corporation:

FIFTH AVENUE FRAGRANCES, INC.

2. The (state)(county) under whose laws the corporation is
incorporated:

British Virgin Islands

3. FEI number, if applicable:

98-0170488

4. Date of incorporation in the domiciliary (state)(country):

April 3, 1997

5. Duration:

Perpetual

6. Date first transacted business in Florida:

April 23, 1997

7. Current mailing address:

**3043 N.W. 60th Street
Fort Lauderdale, FL 33309**

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

**The general nature of the business to be transacted
by the Corporation shall be to engage in any and
all lawful business permitted under the laws of the
United States and the State of Florida.**

9. Name and street address of Florida registered agent:

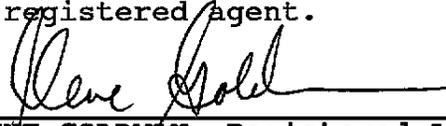
**Ilene Goldman
3043 N.W. 60th Street
Fort Lauderdale, FL 33309**

FILED
SECRETARY OF STATE
CORPORATIONS
98 APR 23 AM 9:27

10. The names and usual business addresses of the directors are:

**Ilene Goldman
3043 N.W. 60th Street
Fort Lauderdale, FL 33309**

11. Having been named as registered agent and to accept service of process for the above state corporation, 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 obligation of my position as registered agent.



ILENE GOLDMAN, Registered Agent

12. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

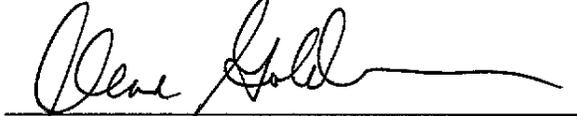
13. The names and addresses of each of the corporation's directors are as follows:

**Ilene Goldman
3043 N.W. 60th Street
Fort Lauderdale, FL 33309**

14. The names and addresses of each of the corporation's officers are as follows:

**Ilene Goldman - President/Secretary
3043 N.W. 60th Street
Fort Lauderdale, FL 33309**

Date: 8/12/97



**ILENE GOLDMAN
President/Secretary**

FILED
SECRETARY OF STATE
99 APR 23 AM 9:27
TALLAHASSEE, FLORIDA



TERRITORY OF THE BRITISH VIRGIN ISLANDS
 THE INTERNATIONAL BUSINESS COMPANIES ACT
 (CAP. 291)

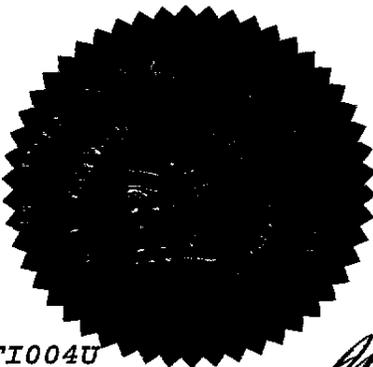
CERTIFICATE OF GOOD STANDING (Section 114)

No. 225546 FIFTH AVENUE FRAGRANCES, INC.

The Registrar of Companies of the British Virgin Islands
 DO HEREBY CERTIFY:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 3rd day of April, 1997 as Company No. 225546 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

FILED
 SECRETARY OF STATE
 DIVISION OF REGISTRARS
 98 APR 23 AM 9:27



Given under my hand and seal
 at Road Town, Tortola in the
 Territory of the British Virgin Islands
 this 12th day of March, 1998

[Signature]
 REGISTRAR OF COMPANIES

CRTI004U

