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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-08/17/98--01129--001
*****70.00 *****70.00

SUBJECT: Baby Faire, Inc.
(Name of corporation - must include suffix)

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:

Brian J. Colandreo
(Name of Person)

Iandiorio & Teska
(Firm/Company)

260 Bear Hill Road
(Address)

Waltham, MA 02451-1018
(City/State/Zip)

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

Brian J. Colandreo at (781) 890-5678
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

IANDIORIO & TESKA

260 BEAR HILL ROAD
WALTHAM, MA 02154
(781) 890-5678

PATENT, TRADEMARK ...
& COPYRIGHT COUNSEL

FAX (781) 890-1150
WWW.IANDIORIO.COM
ADMIN@IANDIORIO.COM

August 14, 1998

Gretchen Harvey
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

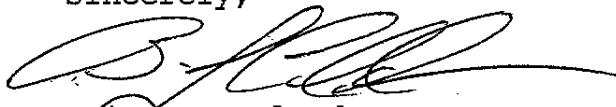
SUBJECT: "BABY FAIRE" SERVICE MARK BFI-102J

Dear Ms. Harvey:

Pursuant to your letter of June 30, 1998 (copy enclosed), enclosed is applicant's Application by Foreign Corporation for Authorization to Transact Business in Florida, transmittal letter, original Certificate of Existence, and check in the amount of \$70.00 for the registration fee. Applicant does not wish to receive a Certificate of Status.

If you have any additional questions or comments, please do not hesitate to contact me.

Sincerely,



Brian J. Colandreo

BJC:dmb

Enclosure:

- ▶ Foreign Corporation Application
- ▶ Transmittal letter
- ▶ Check in the amount of \$70.00
- ▶ Certificate of Existence
- ▶ Copy of letter of June 30, 1998

Sent via Federal Express

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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:*

1. Baby Faire, 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. Massachusetts 3. 04-3150336
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 23, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 23, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 10 Converse Place, Mill Pond Building
Winchester, MA 01890
(Current mailing address)

8. Producing entertainment & informational events pertaining to child bearing & rearing issues.
(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: William Noonan

Office Address: 8250 College Parkway, Suite 202
Fort Myers, Florida, 33919
(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.

William E. Noonan
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kim WhittakerAddress: Greg Papazian } SAME Address53 Emerson Rd Winchester, MA 01890Director: Michael GoldsteinAddress: 369 Lindsay Pond RdGreen, MA

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

President: Kim WhittakerAddress: 53 Emerson RdWinchester MA 01890Clerk Vice President: Greg PapazianAddress: 53 EmersonWinchester MA 01890

Secretary: _____

Address: _____

Treasurer: Greg PapazianAddress: 53 Emerson Rd Winchester MA 01890

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

13. Kim Whittaker

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

14. Kim Whittaker

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

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

July 29, 1998

To Whom It May Concern :

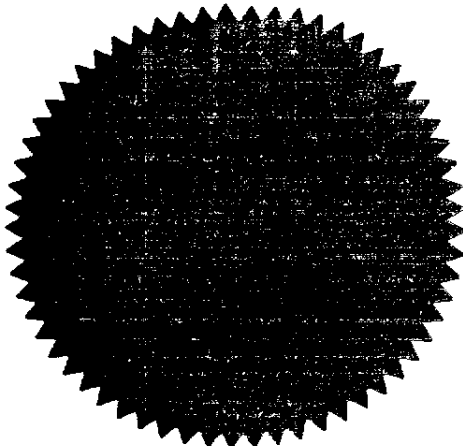
I hereby certify that,

Baby Faire Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **March 23, 1992.**

I also certify that so far as appears of record here, said corporation still has legal existence.

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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.