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August 18, 1998

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

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-08/19/98--01055--004
*****70.00 *****70.00

Re: DESIGN APPEAL RRR, INC.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entities. Please file the document and return to me a stamped filed copy of the application Articles. Enclosed please find 2 checks made payable to Florida Department of State in the amount of \$70.00 each for the corporate filing fees.

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.

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DIVISION OF CORPORATIONS
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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. DESIGN APPEAL RRR INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. 2/15/96

(Date of Incorporation)

4. Perpetual

(Duration)

5. 11-3308166

(Federal Employer Identification number, if applicable)

6. 9/15/98

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

7. 5208 Grand Avenue, Maspeth, New York 11378

(Current mailing address)

8. Wholesale Distributor-Clothing

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ROBERT MARK

Address: 68-61 Yellowstone Blvd.

Forest Hills, New York 11375

Vice Chairman: DAVID J. MARK

Address: 5001 N. 37th Street

Hollywood, Florida 33021

Director: MICHAEL S. MARK

Address: 3431 SW 52nd Street

Ft. Lauderdale, Florida 33312

Director: _____

Address: _____

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B. Officers:

President/SECRETARY: ROBERT MARK

Address: 68-61 Yellowstone Blvd.

Forest Hills, New York 11375

Vice President: MICHAEL S. MARK

Address: 3431 SW 52nd Street

Ft. Lauderdale, Florida 33312

Secretary:

Address:

Treasurer: DAVID J. MARK

Address: 5001 N. 37th Street

Hollywood, Florida 33021

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: ROBERT MARK

Office Address: 2303 Stirling Road

Dania, Florida 33312

Zip Code

11. 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.

Registered agent's signature:

Robert Mark

12. 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.

13.

Robert Mark

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.

President/Secretary

(Name and capacity of person signing application)

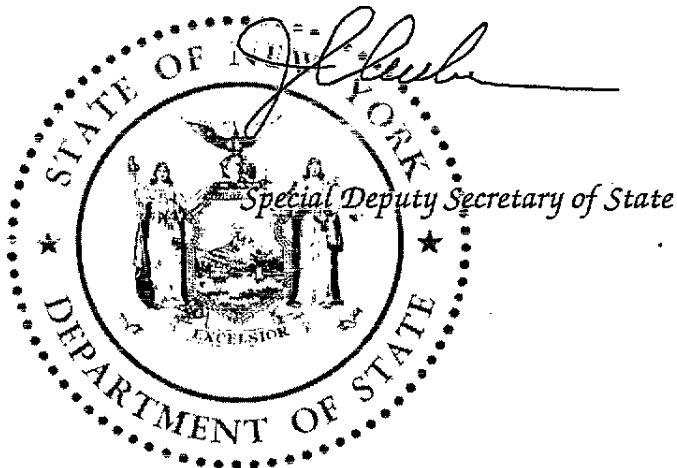
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of DESIGN APPEAL RRR INC. was filed on 02/15/1996, 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 14th day of August
one thousand nine hundred and
ninety-eight.*



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