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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FORT GRIZZLY ARIZONA TERRITORY, 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:

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*****70.00 *****70.00

Francesco Silva
(Name of Person)

Fort Grizzly Arizona Territory, Inc.
(Firm/Company)

80 S.W. 8th Street
(Address)

Miami, Florida 33133
(City/State/Zip)

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

Francesco Silva at (305) 694-4382
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -1 AM 9:00

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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. FORT GRIZZLY ARIZONA TERRITORY, 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. ARIZONA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEPTEMBER 25, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Awaiting Approval of Instant Application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 34220 North 53rd Street
Cave Creek, Arizona 85331
(Current mailing address)
8. Manufacturing and sale of leather clothing and related goods
(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: Francesco Silva
- Office Address: 80 S.W. 8th Street
Miami, _____, Florida, 33133
(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.

(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: Joan King

Address: 103 E. 75th Street

New York, New York 10021

Vice Chairman: Irwin Nussbaum

Address: 153 E. 57th Street

New York, New York 10022

Director: Grizzly Taylor

Address: P.O. Box 94

Cave Creek, Az. 85331

Director: _____

Address: _____

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

President: Joan King

Address: 103 E. 75th Street

New York, New York 10021

Vice President: Irwin Nussbaum

Address: 153 E. 57th Street

New York, New York

Secretary: Grizzly Taylor

Address: P.O. Box 94

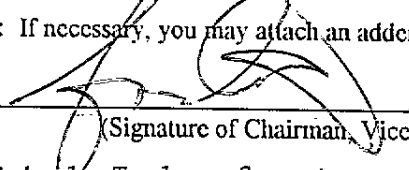
Cave Creek, Az. 85331

Treasurer: Darcy C. Taylor

Address: P.O. Box 94

Cave Creek, Az. 85331

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. Grizzly Taylor, Secretary

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

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STATE OF ARIZONA



Office of the CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****FORT GRIZZLY ARIZONA TERRITORY, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on September 25, 1995.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
17th day of July, 1998, A. D.*



Jack Rose
Executive Secretary

BY: *Michelle Begay*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS