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TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: OUR LITTLE CHILDREN, 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: 700002913047--6

George F. Eaton, Esq.

(Name of Person)

Rudman & Winchell, LLC

(Firm/Company)

P.O. Box 1401

(Address)

Bangor, ME 04402-1401

(City/State/Zip)

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

Michael B. Kaprow

(Name of Person)

at (561) 734-9092

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

99 JUN 23 AM 9:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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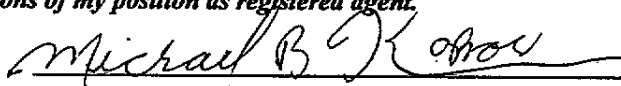
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. OUR LITTLE CHILDREN, 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. Maine 3. 01-0448669
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 3, 1989 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 14 Stratford Drive, Apt. A, Boynton Beach, FL 33436
(Principal office address)
- b. Same
(Current mailing address)
8. sale of children's clothing
(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: Michael B. Kaprow
- Office Address: 14 Stratford Drive, Apt. A
Boynton Beach, Florida 33436
(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.


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael B. Kaprow

Address: 14 Stratford Drive, Apt. A
Boynton Beach, FL 33436

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael B. Kaprow

Address: Same as above

Vice President: Carol-Anne Kaprow

Address: 14 Stratford Drive, Apt. A
Boynton Beach, FL 33436

Secretary: _____

Address: _____

Treasurer: Michael B. Kaprow

Address: Same as above

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

13. Michael B. Kaprow
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael B. Kaprow, Chairman/President/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY
DIVISION
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State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that OUR LITTLE CHILDREN, formerly BANGOR CANDY VENDING CO. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is July 03, 1989.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

FILED
SECRETARY OF STATE
DIVISION
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In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, Maine, this fourteenth day of June 1999.



Dan Gwadosky

DAN GWADOSKY
Secretary of State