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CORPORATION NAME	E(S) AND DOCUMENT NUMBE	ER(S) (if known):	
Outlet,	America Inc.		
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Walk In	Pick Up Time	Certified Copy	
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Will Wait	RUSH	Certificate of Good St	anding 3
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NEW FILINGS	Amendment Amendment	A STATE OF THE STA	¥ 8 y
NonProfit	Resignation of R.A. Officer/Director	or D	
Limited Liability	Change of Registered Agent	Certificate of FICTITIO	DUS NAME.
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Other	Merger	FICTITIOUS NAMES	EARCH S
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-SOTHER FILINGS	REGISTRATION/QUALIFICATI	CORP SEARCH DE	<u> </u>
Annual Report	Foreign	ION 3	
Fictitious Name	Limited Partnership		
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Ordered By:		16)///	
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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.	OutletAmerica, Inc. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicated that it is a corporation instead of a natural person or partnership if not so contained in the name at present,)			
2.	Delaware (State or country under the law of which it is incorporated) 3. Applied For (FEI number, if applicable)			
4.	August 18, 1999 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")			
6.	Upon filing of this Application for Authorization to Transact Business (Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.)			
7.	2665 S. Bayshore Drive, Suite 202			
	Miami, Florida 33133 (Current mailing address)			
8.	The Corporations is organized for the purpose of transacting any and all lawful business. (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:			
	Name: Steven D. Rubin			
	Office Address: 150 West Flagler Street, Suite 2200			
	Miami, Florida 33130			

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.

Steven D. Rubin

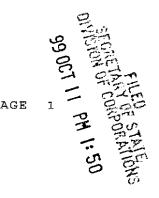
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Names and addresses of officers and/or directors:

A. DIRECTORS

	Director:	Alan Talansky
	Address:	2665 S. Bayshore Drive, Suite 202
		Miami, Florida 33133
	Director:	
	Address:	Miami, Florida 33133
		<u> </u>
	Director:	
	Address:	
	B. OFFICERS	
	President:	Alan Talansky
	Address:	2665 S. Bayshore Drive, Suite 202
		Miami, Florida 33133
	Vice President:	
	Address:	
	Secretary:	Alan Talansky
	Address:	2665 S. Bayshore Drive. Suite 202
		Miami, Florida 33133
	Treasurer:	Alan Talansky
	Address:	2665 S. Bayshore Drive, Suite 202
		Miami, Florida 33133
NOTE:	If necessary, you	may attach an addendum to the application listing additional officers and/or directors.
13.	(Signature of Chairma	n, Vice Chairman, or any officer listed in number 12 of the application)
1.4		
14.	Alan Talansky, (Typed or printed name	e and capacity of person signing application)

State of Delaware Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUTLETAMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF AUGUST, A.D. 1959.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9929464

991346052 — DATE: 08-19-99