



THE UNITED STATES
CORPORATION
COMPANY

F9900000 5476

ACCOUNT NO. : 072100000032

REFERENCE : 428386 4305389

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : October 22, 1999

ORDER TIME : 3:04 PM

ORDER NO. : 428386-005

CUSTOMER NO: 4305389

800003024628--6

CUSTOMER: Stacey A. Knapp, Legal Asst.
Shanley & Fisher, P.c.
131 Madison Avenue

Morristown, NJ 07962

FOREIGN FILINGS

NAME: MARGARITA'S WAREHOUSE & OUTLET
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
DIVISION OF STATE
CORPORATIONS
99 OCT 25 AM 9:45
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 25 PM 4:48

BK 10/25/99

**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. Margarita's Warehouse & Outlet, 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. New Jersey

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

3. applied for

(FEI number, if applicable)

4. August 9, 1999

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

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

7. 2 Darby Court

Manalapan, New Jersey 07726

(Current mailing address)

any activity within which corporations may be organized under the provisions of Title 14A, Corporations, General, of the New Jersey Statutes

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Tatiana Trielli, ASST VP
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter Salm

Address: 13 Woodcrest Road

Great Neck, New York 11024

Director: David Salm

Address: 2 Darby Court

Manalpan, New Jersey 07726

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

President: Peter Salm

Address: 13 Woodcrest Road

Great Neck, New York 11024

Vice President: David Salm

Address: 2 Darby Court

Manalapan, New Jersey 07726

Secretary: David Salm

Address: 2 Darby Court

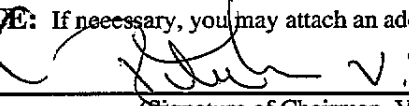
Manalapan, New Jersey 07726

Treasurer: Peter Salm

Address: 13 Woodcrest Road

Great Neck, New York 11024

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

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

14. Peter Salm, Vice-President

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
89 001 25 AM 9:45

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MARGARITA'S WAREHOUSE & OUTLET, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on August 9, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

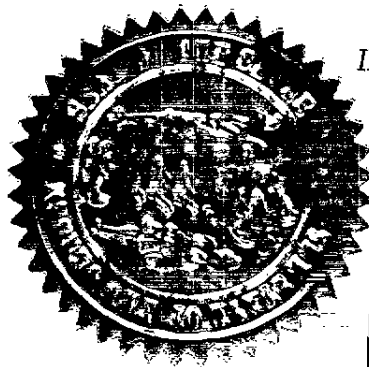
*David Salm
2 Darby Ct
Manalapan, NJ 07726*

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99 OCT 25

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MARGARITA'S WAREHOUSE & OUTLET, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
18th day of October, 1999

Roland M Machold

Roland M Machold
Treasurer

99 OCT 25 AM 9:45