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FORTUNE FASHIONS INDUSTRIES

L.L.C.

Ava Chatterton
Vice President, Administration

October 25, 2001

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 323399

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-11/02/01--01061--001
***195.00 ***195.00

RE: FORTUNE FASHIONS INDUSTRIES LLC. Formerly FORTUNE FASHIONS INC.

FEI: 95- 4859366 – Formerly 95-4331006

Gentlemen:

Attached please find the following:

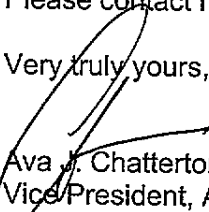
Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
Certificate of Designation of Registered Agent/Registered Office
Original Certificate of Good Standing from the State of California
Check in the amount of \$195 in payment for the following:

- \$100 Filing Fee for Application
- \$ 25 Designation of Registered Agent
- \$ 60 Certified Copies – 2
- \$ 10 Certificate of Status – 2

Additionally we are enclosing a copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and our transmittal letter to the Amendment Section of the Division of Corporations for your information.

Please contact me directly if you need additional information.

Very truly yours,


Ava J. Chatterton
Vice President, Administration

AJC/j

Enclosure

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TALLAHASSEE, FLORIDA

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4700 SOUTH BOYLE AVENUE VERNON CALIFORNIA 90058-3021
PO BOX 910945 LOS ANGELES CALIFORNIA 90091-0945
PH 323.277.7740 OUTSIDE LA 800.788.6550 FX 323.277.7745

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FORTUNE FASHIONS INDUSTRIES LLC
(Name of foreign limited liability company)

2. CALIFORNIA 3. 95-4859366
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1998 - as previous "S" Corporation, Fortune Fashions Inc.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. Current Florida address: 7001 Lake Ellenor Dr., # 130
Orlando, Florida 32809

LLC CORPORATE ADDRESS: 4700 Boyle Avenue
Vernon, CA 90058
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:


Fred Kayne, 4700 So. Boyle Avenue, Vernon, CA 90058
Lee Rosenblatt, 4700 So. Boyle Avenue, Vernon, CA 90058

MAILING ADDRESS FOR CORPORATION: P.O. Box 910945
Los Angeles, CA 90091-0945

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TALLAHASSEE, FLORIDA
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sales Office


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Lee Rosenblatt
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FORTUNE FASHIONS INDUSTRIES LLC

2. The name and the Florida street address of the registered agent and office are:

Fortune Fashions Industries LLC / Sandy Litton

(Name)

7001 Lake Ellenor Drive, Suite 130

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL

32809

City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of California

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 3RD day of APRIL, 2001, FORTUNE FASHION INDUSTRIES, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

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SECRETARY OF STATE
ALLIANCE, FLORIDA

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
29TH day of OCTOBER 2001.



Bill Jones
BILL JONES
Secretary of State