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ACCOUNT NO. : 072100000032
 REFERENCE : 569156 4300101
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 2002 JUL 31 PM 1:52
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

ORDER DATE : May 7, 2002
 ORDER TIME : 9:45 AM
 ORDER NO. : 569156-075
 CUSTOMER NO: 4300101

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 -07/31/02--01003--028
 ****125.00 ****125.00

CUSTOMER: Ronald Khabbaz, Esq
 Ballon, Stoll, Bader &
 1450 Broadway
 14th Floor
 New York, NY 10018-2268

FOREIGN FILINGS

NAME: HARTSTRINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
 02 JUL 31 AM 10:25
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

J. BRYAN JUL 31 2002

**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. HARTSTRINGS, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4187892
(FEI number, if applicable)
4. 05/16/2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 559 Oenoke Ridge, New Canaan, CT 06840
(Street address of principal office)

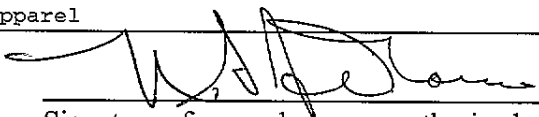
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8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
- Keystone Holdings, LLC-Manager
- 449 Oenoke Ridge, New Canaan, CT 06840

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: _____

Marketing of apparel



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.)

Nicholas J. DeMarco, Manager

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:

HARTSTRINGS, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

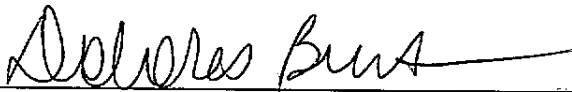
Tallahassee

FL

32301

(City/State/Zip)

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)

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Certificate of Manager of Hartstrings, LLC

Keystone Holdings, LLC, a New York limited liability company, manager (the "Manager") of Hartstrings, LLC, a New York limited liability company (the "Company"), does hereby certify that the following is a true and correct copy of the resolutions adopted by the Company on May 9, 2002:

RESOLVED, that inasmuch as the Company desires to transact business in the State of Florida, and inasmuch as the Manager has been advised that the name of this Company is not available for use in the State of Florida, this Company adopts the alternate name "Hartstrings Clothing, LLC" for use in transacting business in the State of Florida, pursuant to Sections 608.406 and 608.506 of the Florida Limited Liability Company Act (the "LLC Act"); and be it further

RESOLVED, that the authorized representative of this Company be, and it hereby is, authorized and directed to cause any and all required documents to be prepared, executed and filed so that this Company may obtain a Certificate of Authority, pursuant to the LLC Act and to cause this Company to use said alternate name for the transaction of business in the State of Florida.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate this 9th day of May, 2002.

KEYSTONE HOLDINGS, LLC

By: 

Nicholas J. DeMarco, Manager

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TALLAHASSEE, FLORIDA

Delaware

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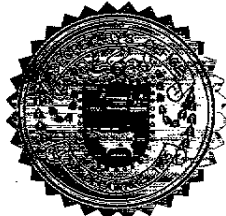
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARTSTRINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARTSTRINGS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF MAY, A.D. 2002.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3526392 8300

AUTHENTICATION: 1904525

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DATE: 07-26-02