

m98000001266



CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901 • (302) 736-4300 • Fax: (302) 736-5620
Toll Free: (888) 736-4300 • Internet: <http://www.CorpAmerica.com> • www.LawService.com

October 26, 1998

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

300002673533--9
-10/27/98--01065--010
****337.50 ****337.50

RE: DIAPERS ETC. FACTORY OUTLET STORES LLC

Dear Corporations:

Please file the enclosed Foreign Authorization documents, for the above referenced corporation in the State of Florida. Also enclosed is our check for \$337.50 to cover the necessary filing fees and Certified Copy fee..

Please return the certified copy and proof of filing to:

CorpAmerica, Inc.
Alison Kochie
30 Old Rudnick Lane
Dover, DE 19901

If you have any questions or problems, please feel free to contact me. Thank you very much.

FILED
98 OCT 27 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Alison Kochie
Corporate Specialist

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verify	DCC
Enclosures	DCC
Acknowledgment	DCC
418	
W. P. Veriver	DCC

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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. Diapers Etc. Factory Outlet Stores LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 20, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7 Stafford Drive
Brampton, Ontario L6W 1L3 CANADA
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>SEAN F. KELLY</u>	<u>PRESIDENT</u> MGR	_____	_____
<u>1717 BAYSHORE DRIVE</u>	_____	_____	_____
<u>MIAMI, FLORIDA 33132</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

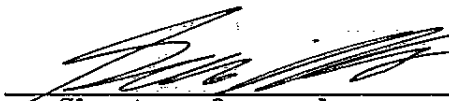
The undersigned member or authorized representative of a member of Diapers Etc.
Factory Outlet Stores LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 30,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ — ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 30,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

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TALLAHASSEE, FLORIDA

SEAN F. KELLY

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Diapers Etc. Factory Outlet Stores LLC

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

CorpAmerica, Inc.

(Name)

1525 South Andrews Avenue, Suite 216

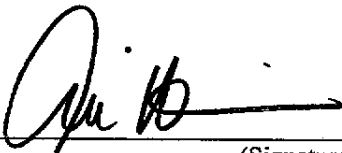
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Fort Lauderdale FL 33316

City/State/Zip

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SECRETARY OF STATE
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.



(Signature)

Alison Kochie / Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIAPERS ETC. FACTORY OUTLET STORES 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 OCTOBER, A.D. 1998.

FILED

98 OCT 27 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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981411178

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9371596

AUTHENTICATION:

DATE:

10-26-98