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 -10/11/99--01082--025  
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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Outlet America Inc

- Walk In
- Mail Out
- Will Wait
- Photocopy
- Pick Up Time
- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

**RUSH**

FILED IN STATE  
 SECRETARY OF CORPORATIONS  
 DIVISION OF CORPORATIONS  
 99 OCT 11 PM 1:50

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: \_\_\_\_\_

*32*  
 10/11/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA

99 APR 11 PM 1:50  
DIV. OF STATE CORPORATIONS

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 indicate 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:

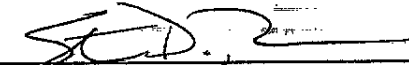
Name: Steven D. Rubin

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.

By:   
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.

12. 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: \_\_\_\_\_

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

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

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

14. Alan Talansky, President  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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SECRETARY OF CORPORATIONS  
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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. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUTLETAMERICA, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF AUGUST, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3085042 8300

AUTHENTICATION:

9929464

991346052

DATE:

08-19-99