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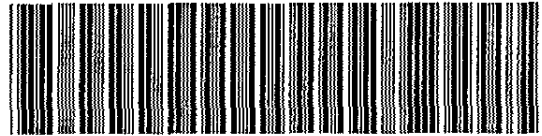
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 890890 4720635
AUTHORIZATION : *Patricia Pigut*
COST LIMIT : \$ 70.00

ORDER DATE : January 13, 2003
ORDER TIME : 9:48 AM
ORDER NO. : 890890-005
CUSTOMER NO: 4720635
CUSTOMER: Ms. Cynthia Eller
Popeney Lebitsamer Grange
Suite 200
1500 Crenshaw Blvd
Torrance, CA 90501

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: OUT OF AFRICA EXPERIENCE, 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: Susie Knight -- EXT# 1156

EXAMINER: _____

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. Out of Africa Experience, 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. California

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

3. 51-0437942

(FEI number, if applicable)

4. December 2, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

(Principal office address)

1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

(Current mailing address)

8. Import business

(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

(City)

, 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.

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Oenonie O'Reilly

Address: 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

Director: Stuart Blair

Address: 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

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B. OFFICERS

President: Oenonie O'Reilly

Address: 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

Vice President: N/A

Address: _____

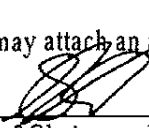
Secretary: Stuart Blair

Address: 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

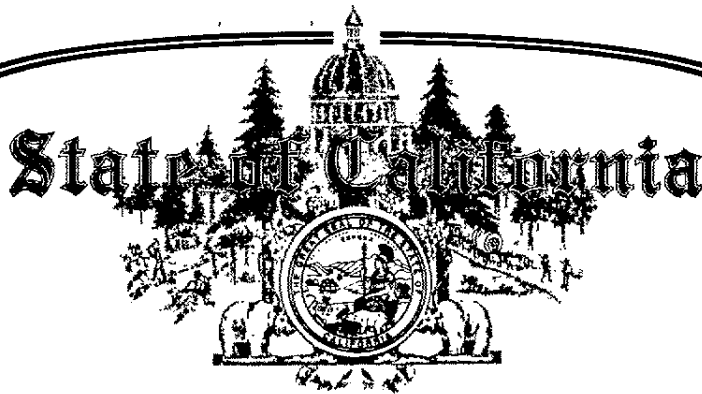
Treasurer: Stuart Blair

Address: 1500 Crenshaw Blvd., Suite 200, Torrance, CA 90501

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

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

14. Stuart Blair, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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

That on the **2ND day of DECEMBER, 2002, OUT OF AFRICA EXPERIENCE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

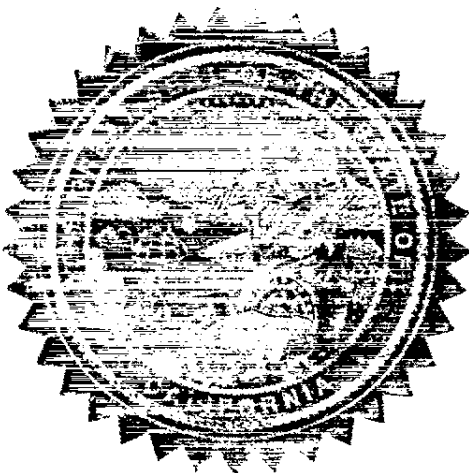
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate 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, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **December 3, 2002.**



Bill Jones
BILL JONES
Secretary of State

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03 JAN 4 2003
SECRETARY OF STATE
TALLAHASSEE, FLORIDA