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CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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Babe, Inc. 100001500721
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**STATE OF FLORIDA
AUTHORITY 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. RARE, INC.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. June 7, 1976
(Date of Incorporation)

4. Perpetual
(Duration)

5. 94-2450490
(Federal Employer Identification number, if applicable)

6. January 5, 1993
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 380 Valley Drive, Brisbane, California 94005
(Current mailing address)

8. Retail women's clothing and accessories.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9 Names and street addresses of officers and or directors:

A. Directors:

Chairman: Manny Mashouf

Address: 380 Valley Drive
Brisbane, CA 94005

Director
Vice Chairman: Neda Mashouf

Address: 380 Valley Drive
Bisbane, California 94005

Director: Trish Moreno

Address: 380 Valley Drive
Brisbane, California 94005

Director: Manny Mashouf

Address: 380 Valley Drive
Brisbane, California 94005

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B. Officers:

President: Manny Mashouf
Address: 380 Valley Drive
Brisbane, California 94005

Vice President: Trish Moreno
Address: 380 Valley Drive
Brisbane, California 94005

Secretary: Neda Mashouf
Address: 380 Valley Drive
Brisbane, California 94005

Treasurer: Manny Mashouf
Address: 380 Valley Drive
Brisbane, CA 94005

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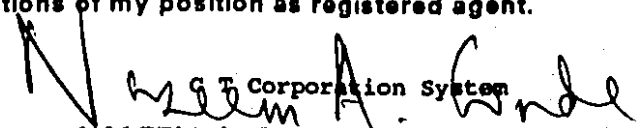
(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: 
NASEEM A. COMDE (Officer)
SPECIAL ASST. SECRETARY
(Typed Name and Title of Officer)

12. 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.

13. _____
(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)

14. Manny Mashouf, President
(Name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 7th day of June, 1995

BABE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

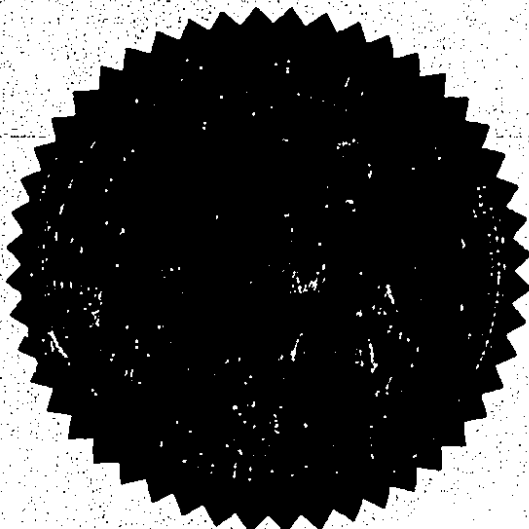
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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
19th day of May, 1995



Bill Jones
BILL JONES
Secretary of State

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95 MAY 24 PM 12:08 '95