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ACCOUNT NO. : 072100000032

REFERENCE : 798263 4811700

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 70.00

FILED  
00 SEP 25 PM 6:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 15, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 798263-040

CUSTOMER NO: 4811700

700003402727--9

CUSTOMER: Martha Sherry, Legal Assistant  
Skadden Arps Slate Meagher &  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606

FOREIGN FILINGS

NAME: COACH, INC.

*(Handwritten mark)*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*Tamara Odom 9/24*

RECEIVED  
00 SEP 25 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Carole P. Sadler, Senior Vice President and Secretary, of Coach, Inc., a corporation duly organized under the laws of the state of Maryland, does hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of said corporation on the 12th day of September 2000.

FURTHER RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation hereby adopts the assumed name "Coach Leatherware Florida, Inc." for use in transacting business in the State of Florida; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all documents to be prepared, executed, and filed so that the Corporation may qualify to transact business as a foreign corporation in the State of Florida under the assumed name "Coach Leatherware, Florida, Inc.".



Carole P. Sadler, Senior Vice President  
and Secretary

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03 SEP 25 PM 12:53  
STATE OF FLORIDA  
COMMUNICATIONS  
TALLAHASSEE, FLORIDA

**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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SEP 25 2000 PM 6:10  
FILED

1. COACH, 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. Maryland 3. 52-224275  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 516 W. 34th St.  
New York, NY 10001  
(Current mailing address)

8. To design, produce and market accessories.  
(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, 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.*

Louise B. Smith  
(Registered agent's signature)

Louise B. Smith Assistant Vice President

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attached Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attached Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

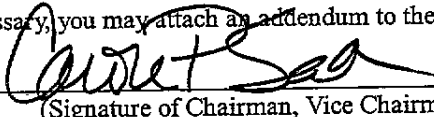
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Carole Sadler, Senior Vice President

(Typed or printed name and capacity of person signing application)

**EXHIBIT A**

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00 SEP 25 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Officers**

Lew Frankfort, Chairman and Chief Executive Officer	516 W. 34th St. New York, NY 10001
Keith Monda Executive Vice President and Chief Operating Officer	516 W. 34th St. New York, NY 10001
David DeMattei President, Retail Division	516 W. 34th St. New York, NY 10001
Reed Krakoff President, Executive Creative Director	516 W. 34th St. New York, NY 10001
Richard Randall Senior Vice President, Chief Financial Officer and Treasurer	516 W. 34th St. New York, NY 10001
Carole Sadler Senior Vice President, General Counsel and Secretary	516 W. 34th St. New York, NY 10001
Felice Schulaner Senior Vice President, Human Re- sources	516 W. 34th St. New York, NY 10001

**Directors**

Lew Frankfort	516 W. 34th St. New York, NY 10001
Keith Monda	516 W. 34th St. New York, NY 10001
Gary Grom	Three First National Plaza 70 West Madison Chicago, IL 60602
Richard Oberdorf	Three First National Plaza 70 West Madison Chicago, IL 60602

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

FILED  
00 SEP 25 PM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT COACH, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 15, 2000.



Paul B. Anderson  
Charter Division

