

FOOOOOOOO6516<sup>8</sup>

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: NEW BALANCE ATHLETIC SHOE, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>ISABEL J. TORRES</u>	<u>900003409859--1</u>
(Name of Person)	-09/29/00--01071--011 *****70.00 *****70.00
<u>NEW BALANCE ATHLETIC SHOE, INC.</u>	<u>W-23967</u>
(Firm/Company)	<u>900003409859--1</u>
<u>61 N BEACON STREET</u>	<u>-11/22/00--01036--010</u>
(Address)	***1150.00 ***1150.00
<u>BOSTON, MA 02134</u>	
(City/State/Zip)	

Should you need to call someone concerning this matter, please call:

ISABEL J. TORRES at 617-746-2248  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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mtu  
11/22

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 3, 2000

ISABEL J. TORRES  
61 N. BEACON STREET  
BOSTON, MA 02134

SUBJECT: NEW BALANCE ATHLETIC SHOE, INC.  
Ref. Number: W00000023967

We have received your document for NEW BALANCE ATHLETIC SHOE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5815.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 700A00052361

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 1, 2000

ISABEL J. TORRES  
61 N. BEACON STREET  
BOSTON, MA 02134

SUBJECT: NEW BALANCE ATHLETIC SHOE, INC.  
Ref. Number: W00000023967

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Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 300A00056820

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New Balance Athletic Shoe, Inc.  
61 North Beacon Street  
Boston, MA 02134-1912  
Corporate Headquarters  
(617) 783-4000  
FAX: (617) 787-9355  
FAX: (617) 783-5152

October 23, 2000

Michel Mays  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: New Balance Athletic Shoe, Inc. Application for Certificate of Authority  
Letter Number 700A00052361

Dear Mr. Mays:

This letter is to inform you that there was an error in the *Application by Foreign Corporation for Authorization to Transact Business in Florida* submitted by New Balance Athletic Shoe, Inc. on September 19, 2000.

Per the application, the date in which New Balance Athletic Shoe, Inc. first transacted business in Florida is January 1, 1995. This information is incorrect. The date in which the company above mentioned first transacted business in Florida is January 1, 1999.

For your reference, please find enclosed a copy of your notice.

If you have any questions, please do not hesitate to contact me at (617) 746-2244 or Isabel Torres at (617) 746-2248.

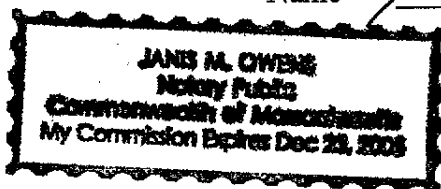
Sincerely,

John Withee  
Vice-president / Corporate Controller

Sworn to and subscribed in my presence on 10/23/2000

Signature [Handwritten Signature]  
Name Janis Owens

Notary Seal



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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.

1. NEW BALANCE ATHLETIC SHOE, 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. MASSACHUSETTS

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

3. 04-2460172

(FEI number, if applicable)

4. JANUARY 1, 1970

(Date of incorporation)

5. PERPETUAL

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

6. JANUARY 1, 1995

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

7. 61 N BEACON STREET

BOSTON MA 02134

(Current mailing address)

8. ATHLETIC SHOE AND APPAREL WHOLESALE

(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

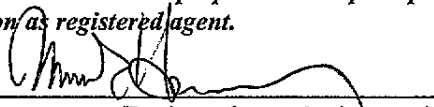
, Florida, 33324

(Zip code)

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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.*

  
(Registered agent's signature)

**Mark Hennessey,  
Assistant Secretary**

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 STATEMENT A

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

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

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

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

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

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

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

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

President: SEE STATEMENT A

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

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

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

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

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

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

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

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

13. *John F. White*

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

14. VICEPRESIDENT / CORPORATE CONTROLLER

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

New Balance Athletic Shoe, Inc.  
FEIN: 04-2460172

Statement A

List of Directors and Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
John Withee	Vicepresident	61 N Beacon Street Boston, MA 02134
James S. Davis	Chairman and Chief Executive Officer	61 N Beacon Street Boston, MA 02134
John. E. Gardner	Treasurer and Executive Vice- President	61 N Beacon Street Boston, MA 02134
Paul R. Gauron	Secretary and Clerk	61 N Beacon Street Boston, MA 02134
John E. Larsen	Vice-President and President Emeritus	61 N Beacon Street Boston, MA 02134
Martin L. B. Walter	Vice-President	61 N Beacon Street Boston, MA 02134
John B. Wilson	Vice-President	61 N Beacon Street Boston, MA 02134
Anne M. Davis	Executive Vice-President and Vice Chairman	61 N Beacon Street Boston, MA 02134
Fran Allen	Vice-President	61 N Beacon Street Boston, MA 02134
James Tompkins	President	61 N Beacon Street Boston, MA 02134
Paul Heffernan	Vice-President	61 N Beacon Street Boston, MA 02134
Herbert Spivak	Executive Vice-President	61 N Beacon Street Boston, MA 02134
Carol O'Donnell	Vicepresident	61 N Beacon Street Boston, MA 02134
Alan Rosen	Vicepresident	61 N Beacon Street Boston, MA 02134

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TALLAHASSEE, FLORIDA



*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

**William Francis Galvin**  
Secretary of the  
Commonwealth

**August 28, 2000**

TO WHOM IT MAY CONCERN:

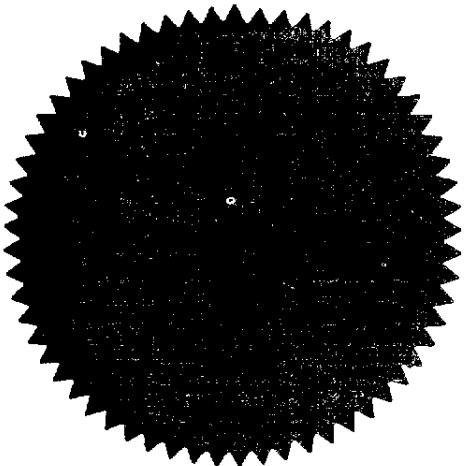
I hereby certify that

**NEW BALANCE ATHLETIC SHOE, INC.**

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **January 1, 1970**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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TALLAHASSEE, FLORIDA



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.