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REFERENCE : 187025 4300002

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Patricia Pigeot

ORDER DATE : June 14, 2001

ORDER TIME : 9:34 AM

ORDER NO. : 187025-005

CUSTOMER NO: 4300002

500004430695--4

CUSTOMER: Ruth E. Silva, Legal Asst
Abberley Kooiman LLP
521 Fifth Avenue
Suite 2200
New York, NY 10175

FOREIGN FILINGS

(6)

NAME: GANT U.S.A. CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
01 JUN 19 AM 11:36
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BK

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

TRANSMITTAL LETTER

01 JUN 19 PM 4:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: GANT U.S.A. CORPORATION
(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:

Michael L. Martell

(Name of Person)

Abberley Kooiman LLP

(Firm/Company)

521 5 Ave - 22 floor

(Address)

New York, NY 10175

(City/State and Zip code)

For further information concerning this matter, please call:

Ruth Esilva

(Name of Person)

at (212) 661-5595 x220

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED JUN 19 PM 4:01 SECRETARY OF STATE TALLAHASSEE, 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. GANT U.S.A. CORPORATION (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. 52-2147036 (FEI number, if applicable)

4. February 11, 1999 (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.)

Suite 5th Floor, 41 West 57th Street

7. New York, NY 10019 (Principal office address)

Suite 5th Floor, 41 West 57th Street, New York, NY 10019

(Current mailing address)

Retail clothing sales. To engage in any act or activity for which corporations may be organized.

8. (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 (City) (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.

Corporation Service Company

By: John P. Pelletier (Registered agent's signature)

John Pelletier, 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

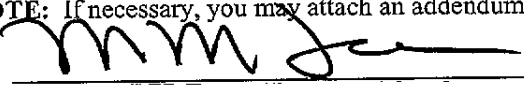
Secretary: _____

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. Michael L. Martell, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

GANT U.S.A. CORPORATION

List of Officers

Name: Ari Hoffman **Title:** President
Bus. Addr.: 41 West 57th Street -5th Floor, New York, NY 10019

Name: Lennart Bjork **Title:** Vice President
Bus. Addr.: 41 West 57th Street -5th Floor, New York, NY 10019

Name: Michael L. Martell **Title:** Secretary
Bus. Addr.: c/o Abberley Kooiman LLP 521 Fifth Avenue - Suite 2200, New York, NY 10175

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TALLAHASSEE, FLORIDA

List of Directors

Name: Ari Hoffman **Term:** Nov 21, 2001
Bus. Addr.: 41 West 57th Street -5th Floor, New York, NY 10019

Name: Lennart Bjork **Term:** Nov 21, 2001
Bus. Addr.: 41 West 57th Street -5th Floor, New York, NY 10019

Name: Michael L. Martell **Term:** Nov 21, 2001
Bus. Addr.: c/o Abberley Kooiman LLP 521 Fifth Avenue - Suite 2200, New York, NY 10175

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GANT U.S.A. CORPORATION" 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 EIGHTEENTH DAY OF JUNE, A.D. 2001.

01 JUN 19 PM 4:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3004439 8300

AUTHENTICATION: 1194211

010290831

DATE: 06-18-01