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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

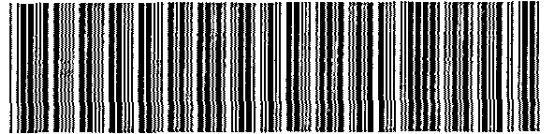
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 964063 4301677
AUTHORIZATION : *Patricia Pizote*
COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 9, 2004

ORDER TIME : 9:35 AM

ORDER NO. : 964063-020

CUSTOMER NO: 4301677

CUSTOMER: Ms. Maria Segui
Morrison Cohen LLP
27th Floor
909 Third Avenue
New York, NY 10022-4731

FOREIGN FILINGS

NAME: NAUTICA RETAIL USA, 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: Darlene Ward -- EXT# 2935

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. Nautica Retail USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 11-3141094

(FEI number, if applicable)

4. August 03, 1992

(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.)

40 West 57th Street

7. New York, NY 10019

(Principal office address)

40 West 57th Street, New York, NY 10019

(Current mailing address)

8. Operation of retail stores. To engage in any act or activity for which
corporations may be organized.

(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.

Corporation Service Company

By: 

(Registered agent's signature)

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:**

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TALLAHASSEE, FLORIDA

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 Director or Officer listed in number 12 of the application)

14. Lisa Whitney, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Nautica Retail USA, Inc.

List of Officers

Name:	Rich Anders	Title: President
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Eric C. Wiseman	Title: CEO
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Robert A. Cordaro	Title: VP - Fianance
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Candace S. Cummings	Title: VP and Secretary
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Frank C. Pickard	Title: VP
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Frank Petrocca	Title: VP - Controller
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Mark DiMuro	Title: VP - Treasurer
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Barbara Newman	Title: VP- Operations
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Lisa Whitney	Title: Secretary - General Counsel
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Jim Haneschlager	Title: VP - Human Resources
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Richard Lipinski	Title: Tax Officer
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Mark R. Townsend	Title: Assistant Secretary
Bus. Addr.:	40 West 57th Street, New York, NY 10019	

List of Directors

Name:	Eric C. Wiseman	Term: Dec 31, 2005
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Robert A. Cordaro	Term: Dec 31, 2005
Bus. Addr.:	40 West 57th Street, New York, NY 10019	
Name:	Candace S. Cummings	Term: Dec 31, 2005
Bus. Addr.:	40 West 57th Street, New York, NY 10019	

Delaware

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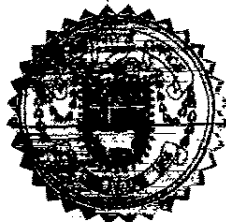
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NAUTICA RETAIL USA, INC." 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 TENTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NAUTICA RETAIL USA, INC." WAS INCORPORATED ON THE THIRD DAY OF AUGUST, A.D. 1992.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3468539

DATE: 11-10-04