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Division of Corporations
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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT/NONPROFIT CORPORATION

Liz Claiborne Cosmetics, Inc.

Certificate of Status	0
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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

2. Delaware 3. 13-3351609
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 19, 1985 5. perpetual
(Date of incorporation) (Duration: Your corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1441 Broadway, New York, NY 10018
(Principal office address)
C/o Legal Dept., Liz Claiborne, Inc., One Claiborne Avenue, North Bergen, NJ 07047
(Current mailing address)

8. To engage in any lawful 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 NOT acceptable)
 Name: CT Corporation System
 Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

CT Corporation System
 By: *[Signature]* **Ariene Bernal**
(Registered agent's signature) **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 business addresses of officers and/or directors:

FD-302 (REV. 12-22-68) CT System Online

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A. DIRECTORS

Chairman: Please see Attachment A for a complete list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attachment A for a complete list of officers

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. Nicholas Rubino, Vice President, Deputy General Counsel and Secretary

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

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ATTACHMENT A

**LIZ CLAIBORNE COSMETICS, INC.
DIRECTORS AND OFFICERS**

DIRECTORS

TRUDY SULLIVAN
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

ROBERTA S. KARP
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

MICHAEL SCARPA
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

OFFICERS

WILLIAM L. MCCOMB
Chief Executive Officer
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

TRUDY SULLIVAN
President
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

ART SPIRO
President - Cosmetics
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

ROBERTA S. KARP
Senior Vice President - Corporate Affairs
and General Counsel
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

MICHAEL SCARPA
Chief Financial Officer
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

ELAINE GOODELL
Vice President - Corporate Controller and Chief
Accounting Officer
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

ROBERT J. VILL
Vice President - Finance and Treasurer
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

JOHN ENGHMAN
ASSISTANT TREASURER
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

LORI R. KEURIAN
Vice President - Deputy General Counsel
and Assistant Secretary
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

NICHOLAS J. RUBINO
Vice President - Deputy General Counsel
and Secretary
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

JOHN DEFALCO
Vice President - Financial Services
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

KEVIN BOLLBACH
Vice President - Taxes
c/o Legal Department
Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

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TALLAHASSEE, FLORIDA

Delaware

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The First State

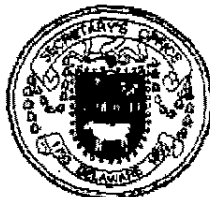
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIZ CLAIBORNE COSMETICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 2007.

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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5480108

DATE: 03-05-07