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1201 HAYS STREET

Bob - Bob 6



ACCOUNT NO. : 072100000032  
REFERENCE : 626289 06901D  
AUTHORIZATION :  
COST LIMIT : 9 PPD

ORDER DATE : June 26, 1995

ORDER TIME : 10:53 AM

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-06/26/95--P 069--002  
\*\*\*\*122.50 \*\*\*\*122.50

ORDER NO. : 626289

CUSTOMER NO: 06901D

CUSTOMER: Ms. Fay Cooper  
Prentice Hall Legal &  
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: EDERA, INC.

       PROFIT  
       NON-PROFIT

       CORPORATE  
       LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 26 PM 12:11

**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. Edora Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. New York  
(State or country under the law of which it is incorporated)
3. March 16, 1990 4. Perpetual  
(Date of Incorporation) (Duration)
5. 13-3560467  
(Federal Employer Identification number, if applicable)
6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1551 F.S.)
7. 650 Fifth Avenue, New York, New York 10019  
(Current mailing address)
8. To operate retail stores.  
(Corporate purpose and nature of business in which it is engaged in Florida)

SECRET  
DIVISION  
CORPORATION

9. Names and addresses of officers and or directors:

**A. Directors:**

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

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

Director: Giulio Salvi  
Address: 650 Fifth Avenue  
New York, New York 10019

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

**B. Officers:**

President: Giulio Salvi  
Address: 650 Fifth Avenue  
New York, New York 10019

Senior Vice President: Wayne M. Markowitz  
& CFO Address: 650 Fifth Avenue  
New York, New York 10019

Secretary: Riccardo Gori-Montanelli  
Address: 600 Madison Avenue  
New York, New York 10022

Assistant Secretary  
Treasurer: John Dermott Mitchell  
Address: 600 Madison Avenue  
New York, New York 10022

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street, Suite 105  
Tallahassee, Florida 32301  
Zip Code

**11. 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.

The Prentice-Hall Corporation System, Inc.

Registered agent's signature: By: Vicki Schreiber, Asst. V.P.

12. 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.

13. John Dermott Mitchell  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

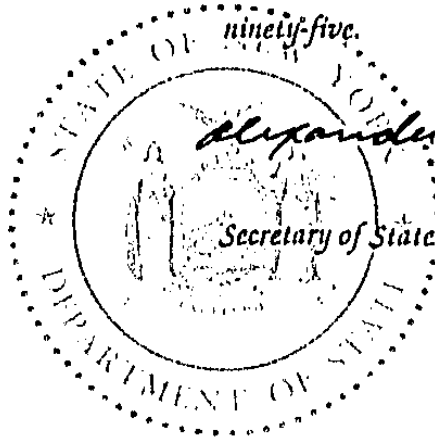
14. John Dermott Mitchell, Assistant Secretary  
(Name and capacity of person signing application)

State of New York ) ss:  
Department of State

I hereby certify, that the certificate of incorporation of EDERA INC. was filed on 03/16/1990, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 21st day of June  
one thousand nine hundred and  
ninety-five.



*Alexander F. Treadwell*

Secretary of State

199506220114

95 JUN 26 PM 12:11  
SECRETARY OF STATE  
DIVISION OF CLERK SERVICES