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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

600002542196--1
-06/01/98--01059--001
*****70.00 *****70.00

CORPORATION(S) NAME

Nike USA, Inc

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
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- Will Wait
- Merg
- Mark
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TALLAHASSEE FLORIDA

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JUN 01 1998

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DIVISION OF CORPORATIONS
Thank Je... CORPORATION

**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. NIKE USA, 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. Oregon (State or country under the law of which it is incorporated) 3. 93-1243023 (FEI number, if applicable)

4. March 11, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

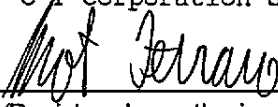
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. One Bowerman Drive, Beaverton, Oregon 97005-6453
(Current mailing address)

8. Manufacturing and distribution of footwear, apparel and equipment.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Scot Ferraro, Assistant Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Philip H. Knight

Address: One Bowerman Drive
Beaverton, Oregon 97005-6453

Vice Chairman: _____

Address: _____

Director: Thomas E. Clarke

Address: One Bowerman Drive
Beaverton, Oregon 97005-6453

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. John F. Coburn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John F. Coburn III, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
NIKE USA, Inc.**

1. Philip H. Knight, CEO
One Bowerman Drive
Beaverton, Oregon 97005-6453
2. Thomas E. Clarke, President
One Bowerman Drive
Beaverton, Oregon 97005-6453
3. George Porter, Vice President
One Bowerman Drive
Beaverton, Oregon 97005-6453
4. Lindsay D. Stewart, Vice President
One Bowerman Drive
Beaverton, Oregon 97005-6453
5. Marcia A. Stilwell, Treasurer
One Bowerman Drive
Beaverton, Oregon 97005-6453
6. John F. Coburn III, Secretary
One Bowerman Drive
Beaverton, Oregon 97005-6453
7. Bob Woodruff, Assistant Treasurer
One Bowerman Drive
Beaverton, Oregon 97005-6453
8. Dennis Peterson, Assistant Secretary
One Bowerman Drive
Beaverton, Oregon 97005-6453

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

NIKE USA, INC.

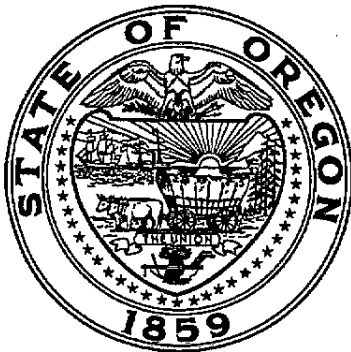
was
incorporated
under the Oregon
Business Corporation Act
on
March 11, 1998

and is active on the records of the Corporation Division as of the date of this certificate.

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TALLAHASSEE FLORIDA

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

PHIL KEISLING, Secretary of State



By Debra L. Virag
Debra L. Virag
May 27, 1998