



THE UNITED STATES
CORPORATION
COMPANY

F99000005876

ACCOUNT NO. : 072100000032

REFERENCE : 477406 4301772

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. J. J.

ORDER DATE : November 10, 1999

ORDER TIME : 9:42 AM

ORDER NO. : 477406-015

CUSTOMER NO: 4301772

700003043477--6

CUSTOMER: Ms. S. Pat Castellar
Pavia & Harcourt
600 Madison Av.
12th Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: PRADA USA CORP.

(5)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 12 AM 8:57

RECEIVED
99 NOV 12 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 11/12/99

**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. PRADA USA CORP.
(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 3. 13-3751431
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 25, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 50 West 57th Street, New York, New York 10019

(Current mailing address)

8. Distribution of apparel, leather goods and accessories.
(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
(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: Laura R. Dwyer
(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED STATE
DEPARTMENT OF CORPORATIONS
99 NOV 12 AM 8:57

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

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. Riccardo Gori-Montanelli
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Riccardo Gori-Montanelli, Secretary
(Typed or printed name and capacity of person signing application)

RIDER

PRADA USA CORP.

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DIRECTORS:

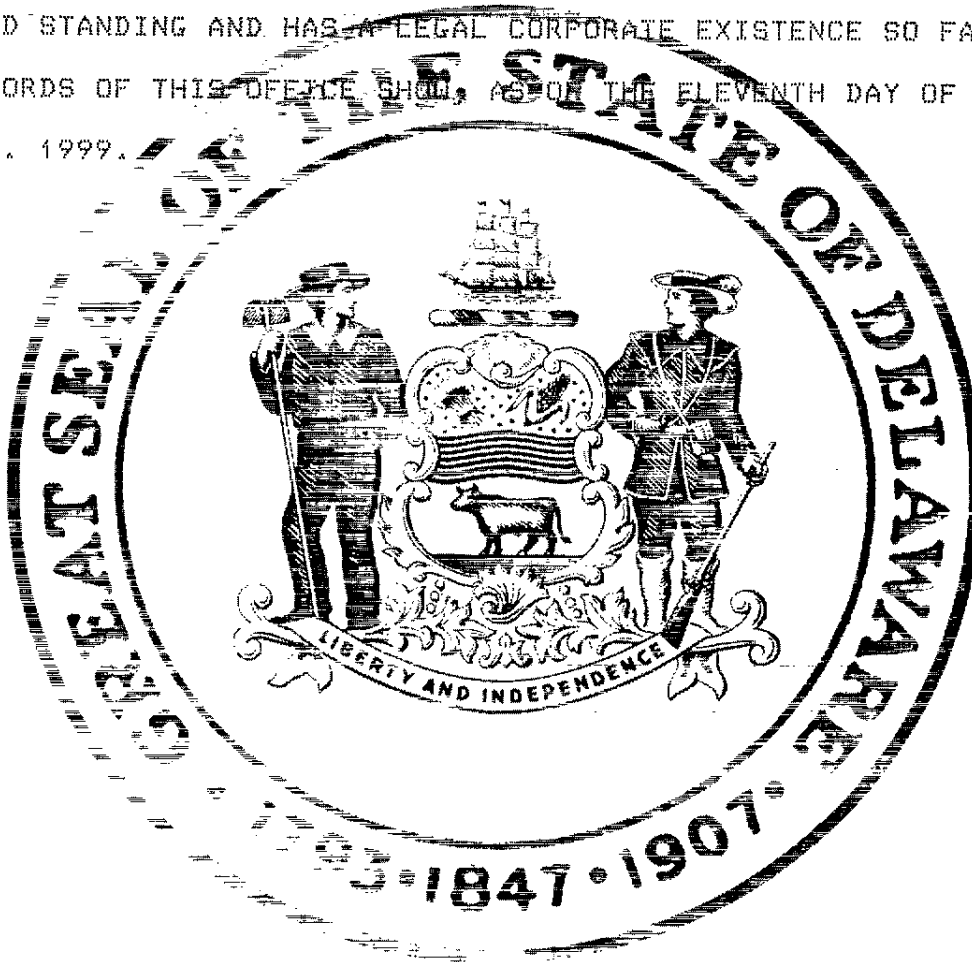
| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Patrizio Bertelli | 50 West 57 th Street, NY, NY 10019 |
| Marco Salomoni | 50 West 57 th Street, NY, NY 10019 |

OFFICERS:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|--------------------------|--|---|
| Constance Darrow | Chairman of the Board and Chief Executive Officer | 50 West 57 th Street, NY, NY 10019 |
| Ralph J. Galasso | Vice President | 600 Madison Ave., NY, NY 10022 |
| Maurice Dembsky | Treasurer and Chief Financial Officer | 50 West 57 th Street, NY, NY 10019 |
| Riccardo Gori-Montanelli | Secretary | 600 Madison Ave., NY, NY 10022 |
| Cynthia G. Fischer | Assistant Secretary | 600 Madison Ave., NY, NY 10022 |

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRADA USA CORP." 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 ON THE ELEVENTH DAY OF NOVEMBER, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 12 AM 8:57



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0076501

DATE:

11-11-99