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AUTHORIZATION : *Patricia Piguto*

COST LIMIT : \$ 70.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 24, 2001

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ORDER NO. : 127083-010

CUSTOMER NO: 4300043

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CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: MARTIN STUART, INC.

(4)

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *B/C 4/24*

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

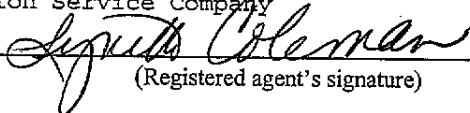
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1. MARTIN STUART, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 13-4137549
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 19, 2000 5. PERPETUAL
(Date of incorporation) (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.)
7. 1370 BROADWAY, 11TH FLOOR, NEW YORK, NY 10018
(Principal office address)
1370 BROADWAY, 11TH FLOOR, NEW YORK, NY 10018
(Current mailing address)
8. APPAREL DISTRIBUTION
(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
(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.

Corporation Service Company


(Registered agent's signature)

Lynette Coleman
as its agent

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:

A. DIRECTORS

Chairman: STUART DISICK

Address: 4005 EAST 10TH COURT

HIALEAH, FL 33013

Vice Chairman: AILEEN DISICK

Address: 4005 EAST 10TH COURT

HIALEAH, FL 33013

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: STUART DISICK

Address: 4005 EAST 10TH COURT

HIALEAH, FL 33013

Vice President: _____

Address: _____

Secretary: RANDALL COHEN

Address: 4005 EAST 10TH COURT, HIALEAH, FL 33013

Treasurer: _____

Address: _____

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

13. Stuart Disick, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STUART DISICK, PRESIDENT
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARTIN STUART, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2001.

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.

FILED
01 APR 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3215927 8300

AUTHENTICATION: 1097285

010197219

DATE: 04-24-01