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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MICHAEL KORS RETAIL, INC.

Certificate of Status	0
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Page Count	0+5
Estimated Charge	\$70.00

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. MICHAEL KORS RETAIL, 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

(State or country under the law of which it is incorporated)

3. 52-2454584

(FEI number, if applicable)

4. February 8, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year 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. 11 West 42nd Street, New York, NY 10036

(Principal office address)

Same

(Current mailing address)

8. Retail sales and all other lawful business

(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: Incorporating Services, Ltd., Inc.

Office Address: 2855 Apalachee Parkway

Bldg. A, Suite 18

Tallahassee

(City)

, 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.

Kimberly L. Sharpe

(Registered agent's signature)

Kimberly L. Sharpe, 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:

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A. DIRECTORS

Chairman: See Exhibit A attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit A attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Joseph B. Parsons*
(Signature of Director or Officer listed in number 12 of the application)

14. JOSEPH B. PARSONS, Executive Vice President, Chief Financial Officer and Treasurer
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

**DIRECTORS AND OFFICERS OF
MICHAEL KORS RETAIL, INC.**

John D. Idol Director, President and Chief Executive Officer	11 West 42 nd Street 20 th Floor New York, NY 10036
Joseph B. Parsons Director, Executive Vice President, Chief Financial Officer and Treasurer	11 West 42 nd Street 20 th Floor New York, NY 10036
Lee S. Sporn Senior Vice President, General Counsel and Secretary	11 West 42 nd Street 20 th Floor New York, NY 10036
Laura Lentini Senior Vice President and Corporate Controller	11 West 42 nd Street 20 th Floor New York, NY 10036

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Delaware

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The First State

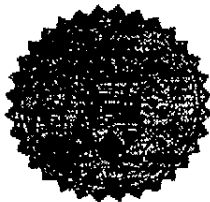
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICHAEL KORS RETAIL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MICHAEL KORS RETAIL, INC." WAS INCORPORATED ON THE EIGHTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4046196

DATE: 07-26-05