

Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Max Rave, LLC

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Page Count	246
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Florida Dept of State



March 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEMS

SUBJECT: MAX RAVE, LLC
REF: W06000014071

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DIVISION OF CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

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P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MAX RAVE, LLC (Name of Foreign Limited Liability Company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 861159200 (FEI number, if applicable)

4. 02/09/2006 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. 03/31/2006 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 520 8th ave, New York, NY 10018 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Retail woman wear and apparel

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) TYPED OR PRINTED NAME OF SIGNEE JAMES RYAN

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MAX RAVE, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System (Name)
1200 South Pine Island Road
 Florida Street Address (P.O. Box NOT ACCEPTABLE)
Plantation FL 33324
 City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

CT Corporation System

By: Lauren Froman
(Signature)

Lauren Froman
Assistant Secretary

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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03/21/2006 TUE 17:08 FAX 1 312 263 4207 CT Chicago SPT Tallahassee, FL

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAX RAVE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2006.

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

FILED
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DIVISION OF CORPORATION
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4606B24

DATE: 03-21-06

Member / Manager Information

1. Full Name: BCBG Max Azria Group, Inc
Member/Manager: Member
Business Address: 2761 Fruitland Avenue
City: Vernon
State: CA
ZIP Code: 90058

2. Full Name: Orpheus Holdings LLC
Member/Manager: Member
Business Address: 135 East 57th Street 7th Floor
City: New York
State: NY
ZIP Code: 10022

3. Full Name: Malanie Cox
Member/Manager: Manager
Business Address: 520 8th ave
City: New York
State: NY
ZIP Code: 10018

4. Full Name: James Rigoli
Member/Manager: Manager
Business Address: 520 8th ave
City: New York
State: NY
ZIP Code: 10018

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