



**THE UNITED STATES
CORPORATION
COMPANY**

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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 11 AM 9:45

ACCOUNT NO. : 072100000032

REFERENCE : 529220 5017647

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizub

ORDER DATE : December 24, 1999

ORDER TIME : 2:54 PM

ORDER NO. : 529220-040

CUSTOMER NO: 5017647

100003095831--7

CUSTOMER: Connie Walsh, Legal Assistant
Bryan Cave LLP
211 N. Broadway, Suite 3600
One Metropolitan Square
St. Louis, MO 63102-2750

FOREIGN FILINGS

NAME: THE EILEEN FISHER COMPANIES
INC.

17/1/1999

RECEIVED
00 JAN 10 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

**DOUG
4957**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RESUBMIT

Please give original
submission date as file date.

CONTACT PERSON: Janna Wilson

RECEIVED

99 DEC 28 PM 3:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*File 2nd BK
1/11/00*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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. The Eileen Fisher Companies 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. 13-3757859
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/28/94 5. perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 2 Bridge Street
Irvington, NY 10533
(Current mailing address)
8. Sale of women's apparel
(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: [Signature]

(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)

See Attachment A

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. Kenneth Pollak
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth Pollak, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment A

**NAMES AND ADDRESSES
OF
OFFICERS AND DIRECTORS
OF
THE EILEEN FISHER COMPANIES INC.**

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OFFICERS:

President

Eileen Fisher
44 Matthiessen Park
Irvington, NY 10533

Assistant Secretary

Kenneth Pollak
70 Riverside Drive
Manhattan, NY 10024

DIRECTORS:

Eileen Fisher
44 Matthiessen Park
Irvington, NY 10533

David Zwiebel
5 Lewis Road
Irvington, NY 10533

*The business address of all officers and directors is:
2 Bridge Street
Irvington, NY 10533

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE EILEEN FISHER COMPANIES 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 DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE EILEEN FISHER COMPANIES INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1994.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2373866 8300

991559711

AUTHENTICATION:

0162813

DATE:

12-24-99