



THE UNITED STATES
CORPORATION
COMPANY

FO00000004280

ACCOUNT NO. : 072100000032

REFERENCE : 778966 4302355

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : July 27, 2000

ORDER TIME : 1:57 PM

ORDER NO. : 778966-005

CUSTOMER NO: 4302355

6000003339636--1

CUSTOMER: Mr. Ralph D. Mosley, Jr.
Blank Rome Tenzer Greenblatt
15th Floor
405 Lexington Avenue
New York, NY 10174

FOREIGN FILINGS

NAME: CANDIE'S, INC.

(Handwritten signature)

FILED
DEPT. OF STATE
CORPORATIONS
00 JUL 28 AM 10:24

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

3/28
7/28

RECEIVED
00 JUL 28 PM 4:42
DIVISION OF CORPORATION

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. Candie's, 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

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

3. _____

(FEI number, if applicable)

4. 12/16/78

(Date of incorporation)

5. Perpetual

(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. 400 Columbus Avenue

Valhalla, NY 10595

(Current mailing address)

8. Operate retail store in Florida

(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

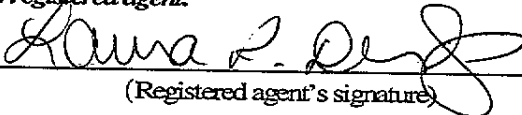
Tallahassee

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.*



(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)

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

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

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. _____

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

14. Deborah Soren Stehr

(Typed or printed name and capacity of person signing application)

STATE OF MISSISSIPPI
DIVISION OF CORPORATIONS
90 JUL 28 AM 10:24

BOARD OF DIRECTORS

Neil Cole
Candie's Inc.
400 Columbus Avenue
Valhalla, NY 10595
(T) (914) 769-8600

Chairman

Barry Emanuel
Copen Associates
1 West 37th Street
10th Floor
New York, NY 10018
(T) (212) 819-0008

Steve Mendelow
Konigsberg Wolf
440 Park Avenue South
New York, NY 10016
(T) (212) 685-7215

Peter Siris
Guerilla Capital
237 Park Avenue
9th Floor
New York, NY 10017
(T) (212) 692-7692

Mark Tucker
Mark Tucker Inc.
1 Penn Plaza
New York, NY 10120
(T) (212) 564-3900

OFFICERS

Neil Cole
Richard Danderline
Deborah Sorell Stehr
Jack Needham
Candie's Inc.
400 Columbus Avenue
Valhalla, NY 10595
(T) (914) 769-8600

Chief Executive Officer
Executive Vice President
Secretary and General Counsel
Vice President Finance

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 28 AM 10:24

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANDIE'S, 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-SEVENTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0585958

DATE: 07-27-00