

F00000005451



ACCOUNT NO. : 072100000032
 REFERENCE : 843088 7226008
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 00 SEP 26 PM 4:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : September 26, 2000
 ORDER TIME : 11:20 AM
 ORDER NO. : 843088-005
 CUSTOMER NO: 7226008

CUSTOMER: Mr. Mitsuru (greg) Nakagome
 Jsp Footwear Inc.
 55 Mayfield Avenue
 Edison, NJ 08837

600003405176--7
 -09/26/00--01089--013
 *****87.50 *****87.50

FOREIGN FILINGS

NAME: JSP FOOTWEAR INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight

7

FILED
 00 SEP 26 PM 1:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 SEP 26 PM 12:19
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 EXT: 1156

9/26
 JPK
 [Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 27, 2000

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: JSP FOOTWEAR INC.
Ref. Number: W00000023443

RESUBMIT

Please give original
submission date as file date.

FILED
00 SEP 26 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FL 32004

We have received your document for JSP FOOTWEAR INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$87.50 payment.

The application indicates that JSP FOOTWEAR INC. began transacting business in Florida in August of 1992. If that is so, then penalty fees will be owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$9,415.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 300A00050721

RECEIVED
00 SEP 28 AM 10:57
DIVISION OF CORPORATION

AFFIDAVIT

Before me, the undersigned authority, on this day personally appeared Mitsuru Nakagome , who stated that he is Chief Operating Officer for JSP Footwear Inc a corporation organized under the laws of the State of New Jersey, having its principal place of business at 55 Mayfield Avenue ,Edison NJ 08837 and certifies upon oath under penalties as provided by law that

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

We refer to APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

On article No. 6 , we have misunderstood the meaning of question.

We have never transacted business in Florida.

We hereby request you to correct No 6 as follows:-

Upon Qualification.

Mitsuru Nakagome

Affiant

Sworn to and subscribed before me this
 27th day of September , 2000

Notary Public

Mary Ann O'Brien

MARY ANN O'BRIEN
 010-4807503
 Certificate Filed in Richmond County
 Term Expires Feb. 28, 2001

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

00
26 PM 4:40
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SECRETARY OF STATE
TALCAHASSEE FLORIDA

1. JSP FOOTWEAR 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. New Jersey 3. 223180301
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 16, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August, 1992
(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. a. 55 Mayfield Avenue Edison NJ 08837
(Principal office address)
b. Same as above
(Current mailing address)
8. wholesale of SHOES
(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
Talcahassee, 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.

Lynette Coleman Lynette Coleman
(Registered agent's signature) 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Anthony Loconte

Address: 43 Carol Drive, Englewood Cliffs NJ 07632

Director: Mat Takada

Address: 45 Broadway 18th Floor
New York NY 10006

B. OFFICERS

President: Anthony Loconte

Address: 43 Carol Drive, Englewood Cliffs NJ 07632

Vice President: Mitsuru Nakagome

Address: 3205 Crest Lane Fort Lee NJ 07024

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. MITSURU NAKAGOME - Vice president
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

JSP FOOTWEAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on July 16, 1992.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

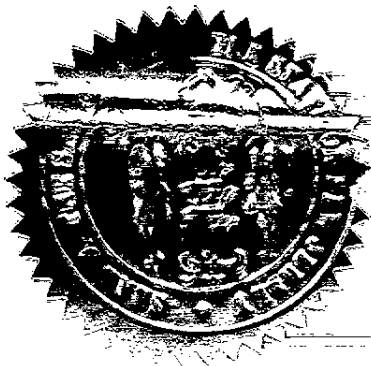
*Anthony Loconte
43 Carol Drive
Englewood Cliffs, NJ 07632*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

JSP FOOTWEAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
15th day of September, 2000

Roland M Machold

Roland M Machold
Treasurer