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TALLAHASSEE FLORIDA

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JUN 20 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HUGO BOSS OUTLET INC.
(Name of Corporation)

DOCUMENT NUMBER: F00000006279

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TIFFANY CEN
(Name of Contact Person)

HUGO BOSS FASHION INC.
(Firm/Company)

601 WEST 26th STREET
(Address)

NEW YORK, NY 10001
(City/State and Zip Code)

For further information concerning this matter, please call:

TIFFANY CEN at (212) 940-0895
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 31, 2006

TIFFANY CEN
601 W 26 ST 8 FLOOR
NEW YORK, NY 10001

SUBJECT: HUGO BOSS OUTLET, INC.
Ref. Number: F00000006279

We have received your document for HUGO BOSS OUTLET, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 306A00037762

RECEIVED
06 JUN 19 AM 8:00
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
06 JUN 19 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

F00000006279
(Document number of corporation (if known))

1. HUGO BOSS OUTLET INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE (Incorporated under laws of)
3. 11/6/2000 (Date authorized to do business in Florida)


SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/28/02
5. HUGO BOSS RETAIL, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.
- _____ (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____ (New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
KARSTEN KOELSCH
(Typed or printed name of person signing)

CFOS Secretary
(Title of person signing)

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF**

HUGO BOSS OUTLET, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter the "corporation") is:

Hugo Boss Outlet, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article One thereof and by substituting in lieu of said Article the following new Article:

Article One

The name of the corporation shall be

Hugo Boss Retail, Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. The effective time of the amendment herein certified shall be as of the filing date.

Signed on February 28, 2002.

Hugo Boss Outlet, Inc.

By: 

Lawrence E. Oscar
Assistant Secretary