



# FOI000003268

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 187025 4300002

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigeot*

ORDER DATE : June 14, 2001

ORDER TIME : 9:34 AM

ORDER NO. : 187025-005

CUSTOMER NO: 4300002

500004430695--4

CUSTOMER: Ruth E. Silva, Legal Asst  
Abberley Kooiman LLP  
521 Fifth Avenue  
Suite 2200  
New York, NY 10175

FOREIGN FILINGS

(6)

NAME: GANT U.S.A. CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED  
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TALLAHASSEE, FLORIDA

BK

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: \_\_\_\_\_

**TRANSMITTAL LETTER**

01 JUN 19 PM 4: 01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GANT U.S.A. CORPORATION  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael L. Martell

(Name of Person)

Abberley Kooiman LLP

(Firm/Company)

521 5 Ave - 22 floor

(Address)

New York, NY 10175

(City/State and Zip code)

For further information concerning this matter, please call:

Ruth Esilva

(Name of Person)

at (212) 661-5595 x220

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED JUN 19 PM 4:01 SECRETARY OF STATE TALLAHASSEE, 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. GANT U.S.A. CORPORATION (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. 52-2147036 (FEI number, if applicable)

4. February 11, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (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.)

Suite 5th Floor, 41 West 57th Street

7. New York, NY 10019 (Principal office address)

Suite 5th Floor, 41 West 57th Street, New York, NY 10019

(Current mailing address)

Retail clothing sales. To engage in any act or activity for which corporations may be organized.

8. (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 (City) (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)

John Pelletier, Assistant Vice President

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: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

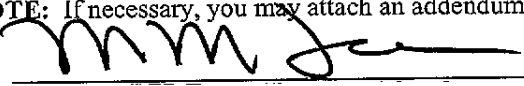
Secretary: \_\_\_\_\_

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. Michael L. Martell, Secretary  
(Typed or printed name and capacity of person signing application)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

GANT U.S.A. CORPORATION

**List of Officers**

**Name:** Ari Hoffman **Title:** President  
**Bus. Addr.:** 41 West 57th Street -5th Floor, New York, NY 10019

**Name:** Lennart Bjork **Title:** Vice President  
**Bus. Addr.:** 41 West 57th Street -5th Floor, New York, NY 10019

**Name:** Michael L. Martell **Title:** Secretary  
**Bus. Addr.:** c/o Abberley Kooiman LLP 521 Fifth Avenue - Suite 2200, New York, NY 10175

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TALLAHASSEE, FLORIDA

**List of Directors**

**Name:** Ari Hoffman **Term:** Nov 21, 2001  
**Bus. Addr.:** 41 West 57th Street -5th Floor, New York, NY 10019

**Name:** Lennart Bjork **Term:** Nov 21, 2001  
**Bus. Addr.:** 41 West 57th Street -5th Floor, New York, NY 10019

**Name:** Michael L. Martell **Term:** Nov 21, 2001  
**Bus. Addr.:** c/o Abberley Kooiman LLP 521 Fifth Avenue - Suite 2200, New York, NY 10175

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GANT U.S.A. CORPORATION" 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 EIGHTEENTH DAY OF JUNE, A.D. 2001.

01 JUN 19 PM 4:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3004439 8300

AUTHENTICATION: 1194211

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DATE: 06-18-01