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ACCOUNT NO. : 072100000032

REFERENCE : 385860 4387834

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 DEC 19 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2001

ORDER TIME : 9:56 AM

ORDER NO. : 385860-030

900004732369--7

CUSTOMER NO: 4387834

CUSTOMER: Ms. Andee Althoff
Kellwood Company
600 Kellwood Parkway

Chesterfield, MO 63017

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: KORET OUTLET STORES, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**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.*

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1. KORET OUTLET STORES, 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 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. 43-1929110

(FEI number, if applicable)

4. May 04, 2001

(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.)

505 14TH STREET

7. OAKLAND, CA 94612

(Principal office address)

(Current mailing address)

OUTLET STORES

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

(City)

, 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: _____

(Registered agent's signature)

DIANN DIXON, 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. Thomas H. Pollihan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. THOMAS H. POLLIHAN, VP, Sec'y & Gen. Counsel
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

KORET OUTLET STORES, INC.

List of Officers

Name: Hal J. Upbin **Title:** Chairman of the Board
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Martin J. Granoff **Title:** Vice Chairman
Bus. Addr.: c/o VAL D'OR, INC. 475 Park Ave. S. 9th Floor, New York, NY 10016

Name: Steven Rudin **Title:** President/CEO
Bus. Addr.: 505 14th St., Oakland, CA 94612

Name: W. Lee Capps, III **Title:** Sr. Vice President Finance
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Bradley Kennison **Title:** Vice President Finance
Bus. Addr.: 505 14th st., Oakland, CA 94612

Name: Fred Smeyne **Title:** Sr. Vice President Sales
Bus. Addr.: 505 14th St., Oakland, CA 94612

Name: Denise Johnston **Title:** Sr. V.P. Merchandising
Bus. Addr.: 505 14th St., Oakland, CA 94612

Name: H. Richard Partida **Title:** V.P. Human Resources
Bus. Addr.: 505 14th St., Oakland, CA 94612

Name: Susan Unrath **Title:** VP/Chief Information Officer
Bus. Addr.: 505 14th St., Oakland, CA 94612

Name: Thomas H. Pollihan **Title:** V.P./Secretary/General Counsel
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Roger D. Joseph **Title:** Treasurer
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Lawrence E. Hummel **Title:** Controller
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: John E. Bruenger **Title:** Assistant Treasurer
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Scott C. Whitley **Title:** Assistant Treasurer
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Donald J. Gramke **Title:** Assistant Secretary
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Timothy D. Seifert **Title:** Assistant Secretary
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

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SECRETARY OF STATE

List of Directors

Name: Hal J. Upbin, Chairman **Term:** May 01, 2002
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: W. Lee Capps, III **Term:** May 01, 2002
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Thomas H. Pollihan **Term:** May 01, 2002
Bus. Addr.: 600 Kellwood Parkway, Chesterfield, MO 63017

Name: Martin J. Granoff **Term:** May 01, 2002
Bus. Addr.: c/o VAL D'OR, INC. 475 Park Ave. s. 9th Floor, New York, NY 100

Name: Steven Rudin **Term:** May 01, 2002
Bus. Addr.: 505 14th St., Oakland, CA 94612

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TALLAHASSEE, FLORIDA

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 "KORET OUTLET STORES, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1506560

DATE: 12-17-01

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