



F01000006463

ACCOUNT NO. : 072100000032

REFERENCE : 385860 4387834

AUTHORIZATION :

COST LIMIT : \$ 70.00

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

FOREIGN FILINGS

NAME: KORET OUTLET STORES, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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

RECEIVED
01 DEC 19 AM 10:31
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. KORET OUTLET STORES, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or other 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 3. 43-1929110

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 04, 2001 5. Perpetual

(Date of incorporation) (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, 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: DIANN DIXON

(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.

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FLORIDA
OAKLAND, CA
505 14TH STREET
94612
FLORIDA
MID-51

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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DEC 19
AM 10:51
FILED
SECRETARY OF STATE
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	

01
SEC'D BY PAY. OF SMC
TALLASSEE, FLORIDA
19 NOV 2001
FILED

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 10016

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

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.

FILED

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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State



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AUTHENTICATION: 1506560

010645505

DATE: 12-17-01