



# F02000002087

ACCOUNT NO. : 072100000032

REFERENCE : 536732 4805411

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

FILED  
APR 25 PM 2:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : April 18, 2002

ORDER TIME : 10:32 AM

ORDER NO. : 536732-010

CUSTOMER NO: 4805411

CUSTOMER: Mr. Carl Marcellino  
Reboul Macmurray Hewitt  
45 Rockefeller Center  
11th Floor  
New York, NY 10111

300005348073-4

BK

## FOREIGN FILINGS

NAME: J CHOO USA, INC.

4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lee EXT# 1114

RECEIVED

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

DEPARTMENT OF STATE  
DIVISION OF CERTIFICATION  
TALLAHASSEE, FLORIDA  
APR 25 PM 2:35

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

FILED  
APR 25 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. J Choo USA, 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. Delaware  
(State or country under the law of which it is incorporated)
3. applied for  
(FEI number, if applicable)
4. November 8, 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.)
7. 14 Newbury St. Boston, MA 02116  
(Principal office address)  
14 Newbury St. Boston, MA 02116  
(Current mailing address)
8. To sell shoes and engage in any lawful activity for which a corporation may be organized.  
(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

Liliana M. White  
(Registered agent's signature)

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: \_\_\_\_\_

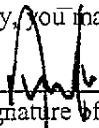
Secretary: \_\_\_\_\_

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. ANDREW FORBES CHIEF FINANCIAL OFFICER AND SECRETARY  
(Typed or printed name and capacity of person signing application)

FILED  
02 APR 25 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## J Choo USA, Inc. Officers and Directors

### DIRECTORS

<u>Director</u>	<u>Position</u>	<u>Address</u>
1. Tamara Mellon	Director	37 Ixworth Place London, England SW3 3QH
2. Andrew Forbes	Director	14 Newbury St. Boston, MA 02116
3. Thomas Yeardye	Chairman	37 Ixworth Place London, England SW3 3QH

### OFFICERS

<u>Officer</u>	<u>Position</u>	<u>Address</u>
1. Tamara Mellon	Chief Executive Officer	37 Ixworth Place London, England SW3 3QH
2. Andrew Forbes	Chief Financial Officer	14 Newbury St. Boston, MA 02116
3. Andrew Forbes	Secretary	14 Newbury St. Boston, MA 02116

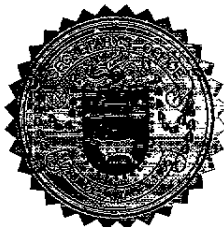
# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J\_CHOO USA, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "J CHOO USA, INC." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, 2001.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3454879 8300

AUTHENTICATION: 1740004

020261892

DATE: 04-24-02