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ACCOUNT NO. : 072100000032

REFERENCE : 717913 4335362

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 23, 2002

ORDER TIME : 2:09 PM

ORDER NO.: 717913-005

CUSTOMER NO: 4335362

CUSTOMER: Ms. Romy Vreeland
The Metropolitan Museum Of Art
1000 Fifth Avenue, Legal Dept.

New York, NY 100280198

400007320384--2

-08/26/02--01013--002

*****70.00 *****70.00

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-07/26/02--60018--003

*****70.00 *****70.00

FOREIGN FILINGS

NAME: THE METROPOLITAN MUSEUM OF
ART INCORPORATED

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: *[Signature]*

APPROVED
AND
FILED

02 AUG 23 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG 23 PM 4:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. The Metropolitan Museum of Art Incorporated
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York 3. 13-1624086
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/13/1870 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/24/2002
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1000 Fifth Avenue, New York, NY 10028
(Principal office address)
Same as above
(Current mailing address)
8. The sale of merchandise related to the Museum's educational and cultural mission.
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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.
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.

Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: James R. Houghton

Address: 1000 Fifth Avenue
New York, NY 10028

Vice Chairman: S. Parker Gilbert

Address: 1000 Fifth Avenue
New York, NY 10028

Director: [Vice Chairman] Arnette de la Renta

Address: 1000 Fifth Avenue
New York, NY 10028

Director: [Vice Chairman] E. John Rosenwald, Jr.

Address: 1000 Fifth Avenue
New York, NY 10028

B. OFFICERS

President: [Director] Philippe de Montebello

Address: 1000 Fifth Avenue
New York, NY 10028

Vice President: [President] David E. McKinney

Address: 1000 Fifth Avenue
New York, NY 10028

Secretary: [Vice President, Secretary & General Counsel] Sharon H. Cott

Address: 1000 Fifth Avenue, New York, NY 10028

Treasurer: [senior VP & CFO] Deborah Winshel

Address: 1000 Fifth Avenue, New York, NY 10028

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Sharon H. Cott
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sharon H. Cott, VP, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

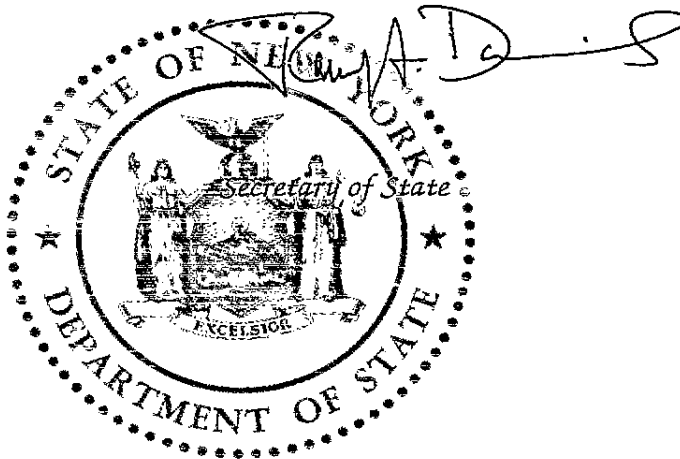
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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of THE METROPOLITAN MUSEUM OF ART was formed pursuant to Chapter 197, Laws of 1870, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of August
two thousand and two.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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