

CT CORPORATION

F02000004666

CORPORATION(S) NAME

Desicand, Inc.

FILED
SEP 12 PM 2:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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02 SEP 12 AM 11:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign qualification | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| | <input type="checkbox"/> Photocopies | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

BK

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

9/12/02

Order#: 5544109

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Ref#:

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

Amount: \$

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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FILE FIRST

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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TALLAHASSEE, FLORIDA

1. DESICAND, 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 3. 36-4488161
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/21/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 555 Turnpike Street, Canton, MA 02021
(Current mailing address)

8. To engage in the retail sale of footwear, apparel and accessories.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan
(Registered agent's signature)

Connie Bryan
Special Abst. secy.

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: David A. Levin

Address: 555 Turnpike Street, Canton MA 02021

Vice Chairman: _____

Address: _____

Director: Dennis R. Hernreich

Address: 555 Turnpike Street, Canton MA 02021

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David A. Levin

Address: 555 Turnpike Street, Canton MA 02021

Vice President: Dennis R. Hernreich

Address: 555 Turnpike Street, Canton MA 02021

Secretary: Dennis R. Hernreich

Address: 555 Turnpike Street, Canton MA 02021

Treasurer: Dennis R. Hernreich

Address: 555 Turnpike Street, Canton MA 02021

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. Dennis R. Hernreich, Senior Vice President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Attachment to Florida

Officers & Directors

-
- | | | |
|----|-------------------|---|
| 1. | Full Name: | David A. Levin |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Director's Title: | Chairman |
| | Business Address: | 555 Turnpike Street |
| | City: | Canton |
| | State: | MA |
| | ZIP Code: | 02021 |
| 2. | Full Name: | Dennis R. Hernreich |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Senior Vice President, CFO, Treasurer & Secretary |
| | Business Address: | 555 Turnpike Street |
| | City: | Canton |
| | State: | MA |
| | ZIP Code: | 02021 |

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Delaware

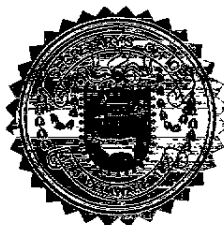
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESICAND, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor.

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1974290

DATE: 09-10-02

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TALLAHASSEE, FLORIDA