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ACCOUNT NO. : 072100000032

REFERENCE : 76141 11489A

AUTHORIZATION : Patricia Figueira

COST LIMIT : \$ 78.75

ORDER DATE : October 9, 2002

ORDER TIME : 2:12 PM

ORDER NO. : 776141-010

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates
800 Brickell Avenue
Suite 707
Miami, FL 33131

RECEIVED
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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: TED BAKER LIMITED, INC.

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XXXX QUALIFICATION (TYPE: CO)

Name PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
Availability

Document XX CERTIFIED COPY
Examiner DCC PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Updater DCC

Updater CONTACT PERSON: Heather Powell -- EXT# 1155
Verifier

Acknowledgement DCC

W. P. Verifier DCC

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. TED BAKER LIMITED, 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. New York

(State or country under the law of which it is incorporated)

3. 13-3953341

(FEI number, if applicable)

4. March 28, 1997

(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. 107 Grand Street, New York, New York 10013-5903

(Principal office address)

107 Grand Street, New York, New York 10013-5903

(Current mailing address)

8. retail merchandise and transacting all lawful business permitted under applicable law

(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: Steven P. Oppenheim

Office Address: 800 Brickell Avenue, Suite 707

Miami

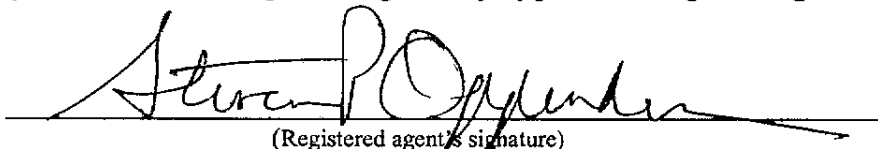
(City)

, Florida 33131

(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.



(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Raymond Kelvin
Address: 107 Grand Street
New York, New York 10013-5903

Vice Chairman: _____
Address: _____

Director: Richard Green
Address: 107 Grand Street
New York, New York 10013-5903

Director: Lindsay Page
Address: 107 Grand Street
New York, New York 10013-5903

B. OFFICERS

President: Raymond Kelvin
Address: 107 Grand Street
New York, New York 10013-5903

Vice President: Richard Green
Address: 107 Grand Street
New York, New York 10013-5903

Secretary: Lindsay Page
Address: 107 Grand Street, New York, New York 10013-5903

Treasurer: Lindsay Page
Address: 107 Grand Street, New York, New York 10013-5903

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. Raymond Kelvin, President
(Typed or printed name and capacity of person signing application)

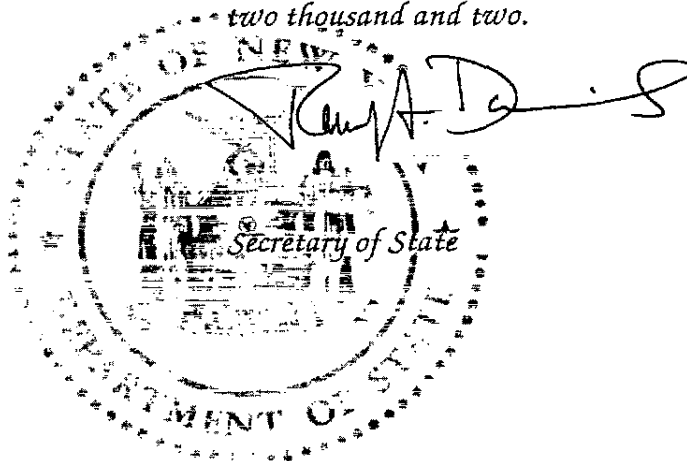
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of TED BAKER LIMITED was filed on 03/28/1997, with perpetual duration, 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.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of October
two thousand and two.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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