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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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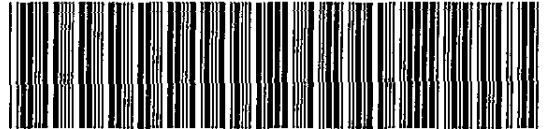
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 073906 4300358  
AUTHORIZATION : *Patricia Pizeto*  
COST LIMIT : \$ 70.00

ORDER DATE : April 29, 2003

ORDER TIME : 10:17 AM

ORDER NO. : 073906-020

CUSTOMER NO: 4300358

CUSTOMER: Mary Beth Werner, Esq  
Carter Ledyard & Milburn LLP  
Two Wall Street

New York, NY 10005-2072

FOREIGN FILINGS

NAME: SIXTY USA RETAIL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

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

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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. Sixty USA Retail, 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. 30 - 0129925  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 15, 2002 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.)
7. 826 Lincoln Road, Miami Beach, Florida 33139  
(Principal office address)  
C/O Carter Ledyard Milburn LLP, 2 Wall Street, New York, NY 10005  
(Current mailing address)  
To engage in any lawful act or activity for which corporations may be  
organized under the Florida statutes  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
8. 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

(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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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]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Wiltzer, Secretary  
(Typed or printed name and capacity of person signing application)

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**Officers of Sixty USA Retail, Inc.**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
Renato Rossi	President	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014
Mark Wiltzer	Secretary and Treasurer	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014
H. Thomas Davis, Jr.	Assistant Secretary	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014
Max Ameri	Assistant Treasurer	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014

**Directors of Sixty USA Retail, Inc.**

<b><u>Name</u></b>	<b><u>Address</u></b>
Renato Rossi	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014
Rocco Trischitta	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014
Vittorio Hassan	c/o Sixty USA Retail, Inc. 435 Hudson Street New York, New York 10014

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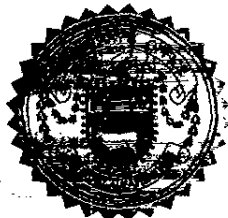
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIXTY USA RETAIL, 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 FIFTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SIXTY USA RETAIL, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MAY, A.D. 2002.

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

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2398119

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DATE: 05-05-03