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**FOREIGN PROFIT QUALIFICATION**

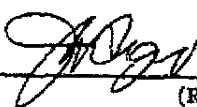
**Sergio Rossi USA, Inc.**

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| Certificate of Status | 0       |
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**F03-3644**  
*OK*

# 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. SERGIO ROSSI 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. New York 3. 13-3900375  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 1, 1996 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. 450 W. 15th Street, New York, New York 10011  
(Principal office address)  
50 Hartz Way, Secaucus, New Jersey 07094  
(Current mailing address)
8. Operation of retail stores  
(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  
(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.*  
C T Corporation System  
By:   
(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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_


Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_Director: Marco GentileAddress: Via V. Veneto, 1647030 S. Mauro Pascoli, ItalyDirector: Robert SingerAddress: 4 Grafton StreetW1X 3LD London, United Kingdom

## B. OFFICERS

President: Robert SingerAddress: 4 Grafton StreetW1X 3LD London, United KingdomVice President: Marco GentileAddress: Via V. Veneto, 1647030 S. Mauro Pascoli, ItalySecretary: Cynthia FischerAddress: 600 Madison Avenue, New York, New York 10022Vice-President: Arthur LeshinAddress: 50 Hartz Way, Secaucus, New Jersey 07094

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. Arthur Leshin, Vice-President  
(Typed or printed name and capacity of person signing application)

**State of New York } ss:  
Department of State**

I hereby certify, that the Certificate of Incorporation of **SERGIO ROSSI USA, INC.** was filed on 04/01/1996, 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.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 17th day of July  
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. D.", is written over a horizontal line.

*Secretary of State*

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FILED