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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : 119980000054
Phone : (850)681-6528
Fax Number : (850)681-6011

Attn: Trevor

FOREIGN PROFIT QUALIFICATION**The Walking Company**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

APPROVED
AND
FILED
04 MAR 12 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**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. The Walking Company

(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

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

3. Applied For

(FEI number, if applicable)

4. February 18, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(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. 121 Gray Ave Suite 300 Santa Barbara CA 93101

(Principal office address)

121 Gray Ave Suite 300 Santa Barbara CA 93101

(Current mailing address)

8. Retail sales of walking shoes 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: NRAI Services, Inc.

Office Address: 525 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(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.

NRAI Services, Inc.

By: Michael Donovan

(Registered agent's signature)

Michael Donovan

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 List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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

14. Anthony J Wall Secretary

(Typed or printed name and capacity of person signing application)

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Andrew Feshbach--sole director and CEO
Business: The Walking Company, 121 Gray Avenue, Santa Barbara, CA 93101
Home: Andrew Feshbach, 730 Las Canoas Place, Santa Barbara, CA 93105

Anthony Wall--Executive Vice President, General Counsel and Secretary
Business: The Walking Company, 121 Gray Avenue, Santa Barbara, CA 93101
Home: Anthony Wall, 760 Arcady, Santa Barbara, CA 93108

Roberta Morris-CFO and Assistant Secretary
Business: The Walking Company, 121 Gray Avenue, Santa Barbara, CA 93101
Home: 1428 San Miguel Avenue, Santa Barbara, CA 93109

3/11/2004

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Delaware

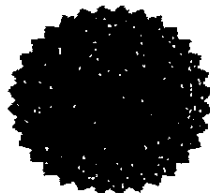
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE WALKING COMPANY" 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 THIRD DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE WALKING COMPANY" WAS INCORPORATED ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2967000

DATE: 03-03-04