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FOREIGN PROFIT QUALIFICATION

VALENTINO U.S.A., INC.

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TALLAHASSEE, FLORIDA

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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. VALENTINO U.S.A., INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DELAWARE 3. 13-3924430
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 18, 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 prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036
(Principal office address)

11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036
(Current mailing address)
8. TO ENGAGE IN ANY ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Bays 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 heraby 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
By: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.
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:

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TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

① Director: MICHELE NOREA

Address: 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

② LUCA VIANELLO, 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

③ Director: GRAZIANO DE BONI

Address: 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

④ LUCA GOIN, 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

B. OFFICERS

President: GRAZIANO DE BONI

Address: 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

Vice President: /FINANCE - CARMINI PAPPAGALLO

Address: 11 WEST 42ND STREET, 26TH FLOOR, NEW YORK, NY 10036

Secretary: GEORGE M. PAVIA

Address: 600 MADISON AVENUE, NEW YORK, NY 10022

Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Director or Officer listed in number 12 of the application)14. GEORGE M. PAVIA, SECRETARY
(Typed or printed name and capacity of person signing application)FILED
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Delaware

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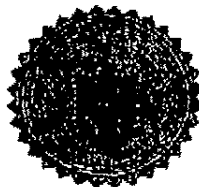
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALENTINO U.S.A., 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 FOURTEENTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VALENTINO U.S.A., INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1996.

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.



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050210827

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3741181

DATE: 03-14-05