

F05000004060

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

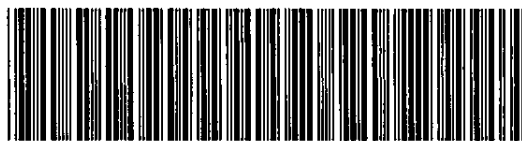
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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W14 — 21759

03/31/14--01038--022 **35.00

None Change
Amend

FILED
2014 APR 23 PM 12:09
TALLAHASSEE, FLORIDA

*00789, 00641, 00671

DOB
4/24/14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 7, 2014

Leah Lin
Fossil Group Inc
901 S. Central Expy
Richardson, TX 75080

SUBJECT: FOSSIL, INC.
Ref. Number: F05000004060

We have received your document for FOSSIL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment application that you submitted is incorrect. It is for a foreign NON-PROFIT corporation and your corporation is a foreign PROFIT corporation. I have enclosed the correct form for you to fill out and send to us.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 514A00007328

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **FOSSIL GROUP, INC.**

Name of Corporation

DOCUMENT NUMBER: **F05000004060**

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LEAH LIN

Name of Contact Person

FOSSIL GROUP, INC.

Firm/Company

901 S. CENTRAL EXPY

Address

RICHARDSON, TX 75080

City/State and Zip Code

jlin2@fossil.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julia Lin

Name of Contact Person

at (**469**) **587-2603**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000004060

(Document number of corporation (if known))

1. FOSSIL, INC.

(Name of corporation as it appears on the records of the Department of State)

2. DE

(Incorporated under laws of)

3. 07/14/2005

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5-22-13

5. FOSSIL GROUP, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

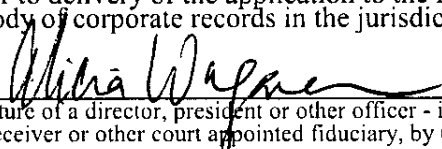
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ALCIA WAGONER

(Typed or printed name of person signing)

V.P. - TAX

(Title of person signing)

FILED
2004 APR 23 PM 12:09
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOSSIL, INC.", CHANGING ITS NAME FROM "FOSSIL, INC." TO "FOSSIL GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2013, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2283137 8100

130633071

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0451910

DATE: 05-22-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 05/22/2013
FILED 12:30 PM 05/22/2013
SRV 130633071 - 2283137 FILE

**CERTIFICATE OF AMENDMENT
OF THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FOSSIL, INC.**

Fossil, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), does hereby certify as follows:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Third Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by changing Article I so that, as amended, said Article shall be and read as follows:

ARTICLE I

The name of the Corporation is Fossil Group, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware (the "*DGCL*") at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the *DGCL*.

IN WITNESS WHEREOF, Fossil, Inc. has caused this Certificate of Amendment to be signed on its behalf, by Randy S. Hyne, its Vice President, General Counsel and Secretary, this 22nd day of May 2013.

FOSSIL, INC.

By: 

Name: Randy S. Hyne

Title: Vice President, General Counsel and
Secretary