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(Address)

(City/State/Zip/Phone #)

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STATE OF FLORIDA  
TALLAHASSEE

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FILA RETAIL, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MICHAEL GROSSARTH, DIRECTOR - TAX  
(Name of Person)

FILA RETAIL, INC.  
(Firm/Company)

1 FILA WAY  
(Address)

SPARKS, MD 21152  
(City/State and Zip code)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MICHAEL GROSSARTH at ( 410 ) 773-3000  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. FILA RETAIL, 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. 20-2338421  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 16, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Fila Way, Sparks, MD 21152  
(Principal office address)

1 Fila Way, Sparks, MD 21152  
(Current mailing address)

8. To engage in the retail sale of casual and athletic apparel, footwear and related 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 NOT acceptable)

Name: Corporation Services 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  
Vera Morris Vera Morris Authorized Representative  
(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:

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TALLAHASSEE, FLORIDA

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**A. DIRECTORS**

Chairman: Steven E. Wynne

Address: 340 Madison Avenue, Third Floor  
New York, NY 10017

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

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

Director: Jeffrey Howald

Address: 1 Fila Way  
Sparks, MD 21152

Director: Robert Erb

Address: 340 Madison Avenue, Third Floor  
New York, NY 10017

**B. OFFICERS**

President: Robert C. Galvin

Address: 340 Madison Avenue, Third Floor  
New York, NY 10017

Vice President: Christopher W. Blumhard

Address: 1 Fila Way  
Sparks, MD 21152

Secretary: Kevin L. Coles

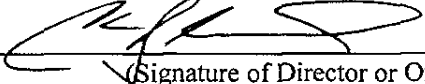
Address: 1 Fila Way, Sparks, MD 21152

Treasurer: Christopher W. Blumhard

Address: 1 Fila Way, Sparks, MD 21152

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TALLAHASSEE FLORIDA

**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. Christopher W. Blumhard, Vice President/Treasurer  
(Typed or printed name and capacity of person signing application)

# Delaware

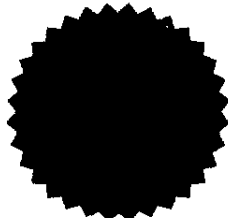
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FILA 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 TWENTY-NINTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FILA RETAIL, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005.

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



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

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AUTHENTICATION: 4056605

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DATE: 07-29-05