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To: Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

CANALI RETAIL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
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. CANALI 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. NEW YORK

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

3. 86-1145259

(FEI number, if applicable)

4. JULY 27, 2005

(Date of incorporation)

5. PERPETUAL

(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. 712 FIFTH AVENUE, 30TH FLOOR, NEW YORK, NEW YORK 10019

(Principal office address)

712 FIFTH AVENUE, 30TH FLOOR, NEW YORK, NEW YORK 10019

(Current mailing address)

8. TO OWN AND OPERATE RETAIL SALES ESTABLISHMENTS THROUGHOUT THE U. S. & OTHER LAWFUL PURPOSES

(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 Hays Street

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, 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: Heather Chapman
(Registered agent's signature)

Heather Chapman
as its agent

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

Director: GIORGIO CANALIAddress: VIA LOMBARDIA 17-19
SOVICO, ITALY 20050

Vice Chairman: _____

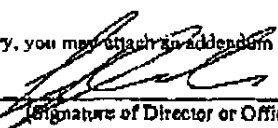
Address: _____

Director: STEFANO CANALIAddress: VIA LOMBARDIA 17-19
SOVICO, ITALY 20050Director: FRANK J. CERZAAddress: C/O DAY PITNEY LLP, 7 TIMES SQUARE, 20TH FLOOR
NEW YORK, NEW YORK 10036

B. OFFICERS

President: GIORGIO CANALIAddress: VIA LOMBARDIA 17-19
SOVICO, ITALY 20050Vice President: STEFANO CANALIAddress: VIA LOMBARDIA 17-19
SOVICO, ITALY 20050Secretary: FRANK J. CERZAAddress: C/O DAY PITNEY LLP, 7 TIMES SQUARE, 20TH FLOOR, NEW YORK, NEW YORK 10036Treasurer: STEFANO CANALIAddress: VIA LOMBARDIA 17-19 SOVICO, ITALY 20050

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

13. X 
(Signature of Director or Officer listed in number 12 of the application)14. GIORGIO CANALI, PRESIDENT

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

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of CANALI RETAIL, INC. was filed on 07/27/2005, 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 an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of March
two thousand and seven.*

Daniel Shapiro
Special Deputy Secretary of State