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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

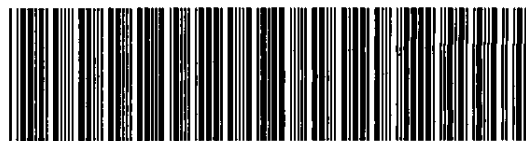
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 24 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Coldwater Creek U.S. 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:

Mona Lang-Gillming

(Name of Person)

Coldwater Creek U.S. Inc.

(Firm/Company)

One Coldwater Creek Drive

(Address)

Sandpoint, ID 83864

(City/State and Zip code)

For further information concerning this matter, please call:

Mona Lang-Gillming

(Name of Person)

at (208) 265-3137

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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. Coldwater Creek U.S. 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. ID 3. 20-8028831
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/11/2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. _____
(Principal office address)
One Coldwater Creek Drive Sandpoint, ID 83864
(Current mailing address)

8. Sale of women's clothing through retail, catalog and web
(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)

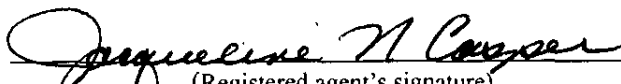
Name: Corporation Service Company

Office Address: 1201 Hays St

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.


(Registered agent's signature)

JACQUELINE N. CASPER ASST. V.P.

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 list attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see list attached

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. Melvin Dick
(Signature of Director or Officer listed in number 12 of the application)

14. Melvin Dick VP
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Officers and Directors of Coldwater Creek U.S. Inc.

FEIN 20-8028831

<u>Name</u>	<u>Title</u>	<u>Address</u>
Georgia Shonk-Simmons	President	1 Coldwater Creek Dr, Sandpoint, ID 83864
Mel Dick	Vice President	1 Coldwater Creek Dr, Sandpoint, ID 83864
Tim Martin	Secretary & Treasurer	1 Coldwater Creek Dr, Sandpoint, ID 83864
<u>Directors</u>		
Georgia Shonk-Simmons	Director	1 Coldwater Creek Dr, Sandpoint, ID 83864
Mel Dick	Director	1 Coldwater Creek Dr, Sandpoint, ID 83864
Tim Martin	Director	1 Coldwater Creek Dr, Sandpoint, ID 83864

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF EXISTENCE
OF
COLDWATER CREEK U.S. INC.**

File Number C 170298

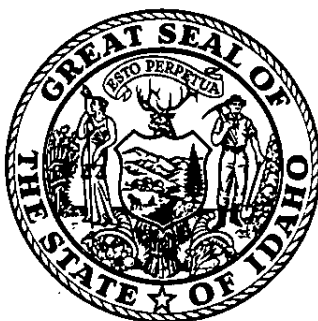
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the record of this office show that the above-named corporation was incorporated under the laws of Idaho on December 11, 2006.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: February 6, 2007



Ben Yursa
SECRETARY OF STATE

By *M. R. Stephens*