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NO. 256

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Florida Department of State  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

the worth collection, ltd., inc.

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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. The Worth Collection, Ltd., 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

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

3. 20-5688305

(FEI number, if applicable)

4. October 11th, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Business has not commenced in Florida

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

7. 37 West 57th Street, New York, NY 10019 Attn: Caroline A Davis

(Principal office address)

37 West 57th Street, New York, NY 10019 Attn: Caroline A Davis

(Current mailing address)

8. The distribution and promotion of fashion apparel and 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 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. 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

Heather Chapman  
as its agent

By Heather Chapman  
(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.

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WORTH COLLECTION

NO. 396070001025553

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: (Co-Chairman) Caroline A. Davis

Address: 37 West 57th Street, New York, NY 10019

Vice Chairman: (Co-Chairman) Jay B. Rosenberg

Address: 520 Eighth Avenue, New York, NY 10018

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: David F. DeFeo

Address: 37 West 57th Street, New York, NY 10019

Vice President: \_\_\_\_\_

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

Secretary: Jay B. Rosenberg

Address: 520 Eighth Avenue, New York, NY 10018

Treasurer: (Assistant Secretary) Caroline A. Davis

Address: 37 West 57th Street, New York, NY 10019

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. Caroline A. Davis, Co-Chairman and Assistant Secretary

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

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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 "THE WORTH COLLECTION, LTD." 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 TWENTIETH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE WORTH COLLECTION, LTD." WAS INCORPORATED ON THE ELEVENTH DAY OF OCTOBER, A.D. 2006.

FILED  
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DIVISION OF CORPORATIONS  
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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5776524

DATE: 06-20-07