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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

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

Kimberly K2949

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DIVISION OF CORPORATIONS

FOREIGN PROFIT/NONPROFIT CORPORATION

JOE'S JEANS INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch AUG 21 2008

**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. Joe's Jeans 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. DE

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

3. 11-2928178

(FEI number, if applicable)

4. 12/18/87

(Date of incorporation)

5. perpetual

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

6. 10/01/08

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

7. 5901 S Eastern Ave Commerce CA 90040

(Principal office address)

5901 S Eastern Ave. Commerce, CA 90040

(Current mailing address)

8. retail store

(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.

William M. Edrington

(Registered agent's signature)

William M. Edrington, Authorized Representative, Corporation Service Company

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED

President: _____

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. Lori Nembirkow
(Signature of Director or Officer listed in number 12 of the application)

14. Lori Nembirkow, Secretary
(Typed or printed name and capacity of person signing application)



List of Officers and Directors

President & Chief Executive Officer: Marc Crossman - 5901 S. Eastern Ave. Commerce, CA 90040

Chief Financial Officer: Harnish Sandhu - 5901 S. Eastern Ave. Commerce, CA 90040

Creative Director: Joseph Dahan - 5901 S. Eastern Ave. Commerce, CA 90040

Secretary: Lori Nembirkow - 5901 S. Eastern Ave. Commerce, CA 90040

Treasurer: Harnish Sandhu - 5901 S. Eastern Ave. Commerce, CA 90040

Board of Directors

1. Marc Crossman - 5901 S. Eastern Ave. Commerce, CA 90040
2. Joseph Dahan - 5901 S. Eastern Ave. Commerce, CA 90040
3. Samuel J. Furrow - 5901 S. Eastern Ave. Commerce, CA 90040
4. Kelly Hoffman - 5901 S. Eastern Ave. Commerce, CA 90040
5. Tom O'Riordan - 5901 S. Eastern Ave. Commerce, CA 90040
6. Suhail Rizvi - 5901 S. Eastern Ave. Commerce, CA 90040
7. Kent Savage - 5901 S. Eastern Ave. Commerce, CA 90040

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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 "JOE'S JEANS 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 NINETEENTH DAY OF AUGUST, A.D. 2008.

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 "JOE'S JEANS INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1987.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6801164

DATE: 08-19-08