

F120000001451

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

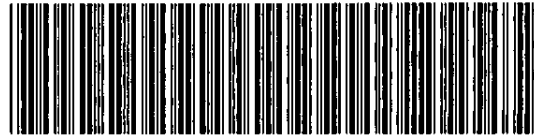
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12 APR -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
4/4/12

1117 11297

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** TODS TEX DEL USA, 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," or "Certificate of Good Standing" 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:

Richard Spata  
Name of Person  
Deva, Inc.  
Firm/Company  
450 West 15th Street  
Address  
New York, NY 10011  
City/State and Zip code  
r.spata@todsgroup.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Spata at ( 212 ) 223-5001  
Name of Person 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 APR -3 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 21, 2012

RICHARD SPATA  
DEVA, INC.  
450 WEST 15TH STREET  
NEW YORK, NY 10011

SUBJECT: TODS TEX DEL USA, INC.  
Ref. Number: W12000016097

We have received your document for TODS TEX DEL USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap  
Regulatory Specialist II

Letter Number: 812A00009856

**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. TOD'S TEX. DEL. USA, 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. TEXAS 3. 20-4975177  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/19/2003 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2012  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 450 West 15th Street, New York, NY 10011  
(Principal office address)

450 West 15th Street, New York, NY 10011  
(Current mailing address)

8. Retail sales ship to Florida customers. Related Corp. has store in Florida.  
(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: NRAI SERVICES, INC.

Office Address: 515 E. PARK AVENUE

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.*

NRAI SERVICES, INC.

BY: Jessica Metzger  
(Registered agent's signature)

Jessica Metzger, Assistant Secretary

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

Vice Chairman: Claudio Castiglioni

Address: 450 West 15th Street, New York, NY 10011

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

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

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

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

**B. OFFICERS**

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

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

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

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

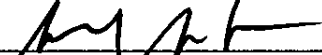
Secretary: \_\_\_\_\_

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

Treasurer: Richard Spata

Address: 10 Bernard Drive, Howell, NJ 07731

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Richard Spata

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

**FILED**  
12 APR -3 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



## Office of the Secretary of State

Hope Andrade  
Secretary of State

**FILED**

12 APR -3 PM 3:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for Tod's Tex. Del. USA, Inc. (file number 800175365), a Domestic For-Profit Corporation, was filed in this office on February 19, 2003.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 27, 2012.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Fax: (512) 463-5709  
TID: 10264

Dial: 7-1-1 for Relay Services  
Document: 414632930002