

**SALUSSOLIA**  
A S S O C I A T E S  
A T T O R N E Y S A T L A W

FIRST UNION FINANCIAL CENTER  
200 S. BISCAYNE BLVD. • SUITE 4815  
MIAMI, FLORIDA 33131

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**F93000001389**

April 25, 2000

Via Federal Express

200003226982--8  
-04/27/00--01073--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**FILED**  
00 APR 27 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Socks & Accessories Benetton U.S.A. Corporation (the "Company")**

Dear Sir/Madam:

Please be informed that the above referenced Company is a Delaware corporation authorized to transact business in Florida. Also, please be informed that the Company changed name to "ACCESSORIES & COSMETICS INTERNATIONAL U.S.A., INC." as reflected in the "Certificate of Amendment of Certificate of Incorporation" filed with the Delaware Secretary of State (a copy of which is enclosed).

As per the foregoing, please be informed that we wish to register the above name change with the Florida Secretary of State. In this regard, enclosed herewith please find a duly executed application to file said amendment along with payment in the amount of \$43.75 covering the required filing fees (\$35.00 Amendment fee and \$8.75 Certificate of Status fee).

Please file the above amendment and forward a Certificate of Status reflecting same at the following address:

ACCESSORIES & COSMETICS INTERNATIONAL U.S.A., INC.  
200 South Biscayne Boulevard  
Suite 4815  
Miami, FL 33131

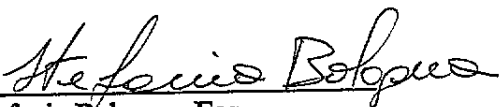
Also, enclosed herewith please find a duly executed Annual Report for the Company along with the required fees in the amount of \$150.00.

ac 5/17  
n/c

Your attention in expediting this matter is greatly appreciated, and should you have any questions regarding the above, please do not hesitate to contact our office.

Sincerely,

SALUSSOLIA & ASSOCIATES

  
Stefania Bologna, Esq.

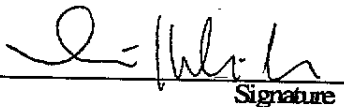
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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. SOCKS & ACCESSORIES BENETTON U.S.A. CORPORATION  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. March 16, 1993  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 14, 2000
5. ACCESSORIES & COSMETICS INTERNATIONAL U.S.A., INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A  
New Jurisdiction
-  04/26/00  
Signature Date
- Giuseppe Fichera Vice President  
Typed or printed name Title

**FILED**  
00 APR 27 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

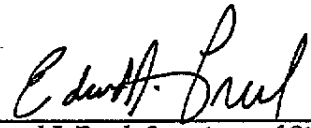
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOCKS & ACCESSORIES BENETTON U.S.A. CORPORATION", CHANGING ITS NAME FROM "SOCKS & ACCESSORIES BENETTON U.S.A. CORPORATION" TO "ACCESSORIES & COSMETICS INTERNATIONAL U.S.A., INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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001081591

AUTHENTICATION: 0291949

DATE: 03-02-00

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SOCKS & ACCESSORIES BENETTON U.S.A. CORPORATION**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is SOCKS & ACCESSORIES BENETTON U.S.A. CORPORATION.

2. The Certificate of Incorporation of the Corporation is hereby amended by changing the Article First thereof so that, as amended, said Article shall be and read as follows:

"First: The name of the Corporation is ACCESSORIES & COSMETICS INTERNATIONAL U.S.A., INC."

3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the amendment was adopted by the unanimous consent of the sole Director and the sole Stockholder of the Corporation.

4. The capital of said Corporation shall not be reduced under or by any reason of said amendment.

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation, this 8 day of February 2000.

Socks & Accessories Benetton U.S.A. Corporation

By: \_\_\_\_\_

*Giuseppe Fichera*  
Giuseppe Fichera, Vice President