

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Big Dog USA, Inc.
(Name of corporation - must include suffix)

100001473371
-05/03/95--01099--002
****120.00 *****70.00

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:

Karene France

(Name of Person)

Big Dog Sportswear

(Firm/Company)

121 Gray Avenue, Ste. 300

(Address)

Santa Barbara, CA 93101

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 3 AM 10:50

Should you need to call someone concerning this matter, please call:

Karene France

(Name of Person)

at (805) 963 -8727

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Big Dog USA, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. California 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/31/93 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 121 Gray Avenue Suite 300
Santa Barbara, CA 93101
(Current mailing address)

8. Retail Clothing Sportswear
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Alicia Buzzatto

Office Address: 2700 State Rd. #16 South #502

St. Augustine, Florida, 32092
(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.

X Alicia M. Buzzatto
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Andrew Feshbach

Address: 121 Gray Avenue, Ste. 300

Santa Barbara, CA 93101

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Andrew Feshbach

Address: 121 Gray Avenue Ste. 300

Santa Barbara, CA 93101

Vice President: Anthony Wall

Address: 121 Gray Avenue, Ste. 300

Santa Barbara, CA 93101

Secretary: Anthony Wall

Address: 121 Gray Avenue Ste. 300

Santa Barbara, CA 93101

Treasurer: Roberta Morris

Address: 121 Gray Avenue, Ste. 300

Santa Barbara, CA 93101

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

13. X

Anthony Wall

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Roberta Morris, Treasurer

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

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 31st day of December, 19 93,

BIG DOG USA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
24th day of February, 1995

Bill Jones
BILL JONES
Secretary of State