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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

300001496633
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*****70.00 *****70.00

The Rockport Company, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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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 Rockport Company, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Massachusetts
(State or country under the law of which it is incorporated)

3. September 2, 1971 4. Perpetual
(Date of Incorporation) (Duration)

5. 04-2506315
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 220 Donald Lynch Boulevard, Marlboro, Massachusetts 01752
(Current mailing address)

8. Design and market footwear
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Paul Fireman

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

Vice Chairman: _____

Address: _____

Director: Paul R. Duncan

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

Director: John B. Douglas III

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

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9. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

Charles W. Meyer
CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

12. 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.

13. Barry Nagler
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Barry Nagler, Vice President

(Name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
The Rockport Company, Inc.**

1. Angel Martinez, President
220 Donald Lynch Boulevard
Marlboro, Massachusetts 01752
2. Anthony J. Tiberti, Executive Vice President & Chief Financial Officer
220 Donald Lynch Boulevard
Marlboro, Massachusetts 01752
3. Paul R. Duncan, Vice President & Treasurer
100 Technology Center Drive
Stoughton, Massachusetts 02072
4. Kenneth C. Marshall, Senior Vice President Manufacturing
220 Donald Lynch Boulevard
Marlboro, Massachusetts 01752
5. Anthony Post, Vice President Marketing
220 Donald Lynch Boulevard
Marlboro, Massachusetts 01752
6. Richard A. Roesler, Vice President Human Resources & Administration
220 Donald Lynch Boulevard
Marlboro, Massachusetts 01752
7. John B. Douglas III, Vice President and Clerk
100 Technology Center Drive
Stoughton, Massachusetts 02072
8. Mary Ann Alford, Vice President
100 Technology Center Drive
Stoughton, Massachusetts 02072
9. J. Kevin Duffy, Vice President
100 Technology Center Drive
Stoughton, Massachusetts 02072
10. Barry Nagler, Vice President & Assistant Clerk
100 Technology Center Drive
Stoughton, Massachusetts 02072
11. Diana Wainrib, Assistant Clerk
100 Technology Center Drive
Stoughton, Massachusetts 02072

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

May 17, 1995

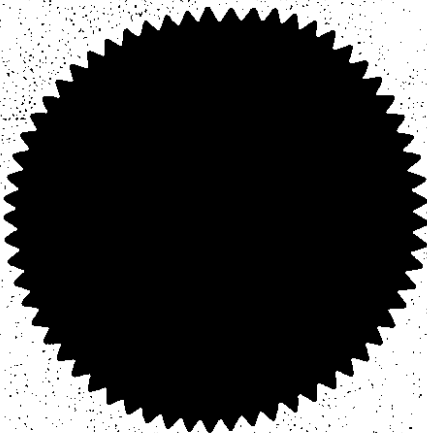
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

The Rockport Company, Inc.

is a domestic corporation organized on **September 2, 1971**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have heretunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

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