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TO: DIVISION OF CORPORATIONS FROM: POLKY & LANDREY
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STATE OF FLORIDA
409 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: KAREN PERKINSON
FAX: (904) 922-4000 PHONE: (904) 359-2000
FAX: (904) 359-8700
DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: PL FOOTWEAR, INC.
FAX AUDIT NUMBER: H95000009040
DATE REQUESTED: 08/16/1995
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TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Karen Paterson

FAX NO.: (904) 359-8700

DATE: August 17, 1995

TIME: 4:44pm

NO. OF PAGES (including this page): 7

MESSAGE: Re: Fax Audit No. H95000009040 - Corrected filing attached per conversation with Jerri.

OPERATOR:

FILE NO.: 51029/102

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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: PL Footwear, Inc.
(Name of corporation)

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:

Karen Peterson, Legal Assistant
(Name of Person)

Foley & Lardner
(Firm/Company)

P. O. Box 240
(Address)

Jacksonville, FL 32201-0240
(City, State and Zip Code)

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

Karen Peterson at (904) 359 - 2000
(Name of Person) Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H95000009040

**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. PL Footwear, 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. Delaware
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. June 14, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)
6. September 1, 1995 (estimated)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, FS))
7. One Stadium Place
Jacksonville, Florida 32202
(Current mailing address)
8. To conduct any lawful activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) under the General Corporation Law of Delaware.
9. Name and street address of Florida registered agent:
Name: F & L Corp.
Office Address: 200 Laura Street
Jacksonville, Florida, 32202
(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.

F & L Corp.

By Charles V. Hedrick
(Registered agent's signature)

Charles V. Hedrick, Authorized Signatory

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: J. Wayne Weaver
 Address: One Stadium Place
Jacksonville, FL 32202

Vice Chairman: N/A
 Address: _____

Director: N/A
 Address: _____

Director: N/A
 Address: _____

B. OFFICERS

Chief Executive Officer: J. Wayne Weaver
 Address: One Stadium Place
Jacksonville, FL 32202

Vice President: Phillip Dade
 Address: One Stadium Place
Jacksonville, FL 32202

Secretary: William Prescott
 Address: One Stadium Place
Jacksonville, FL 32202

Treasurer: William Prescott
 Address: One Stadium Place
Jacksonville, FL 32202

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

13. William R. Prescott, Treasurer
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. William R. Prescott
 (Typed or printed name and capacity of person signing application)

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**Addendum to Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Applicant: PL Footwear, Inc.

12. B. Additional Officers

Vice President: Bradley W. Weaver
Address: One Stadium Place
Jacksonville, FL 32202

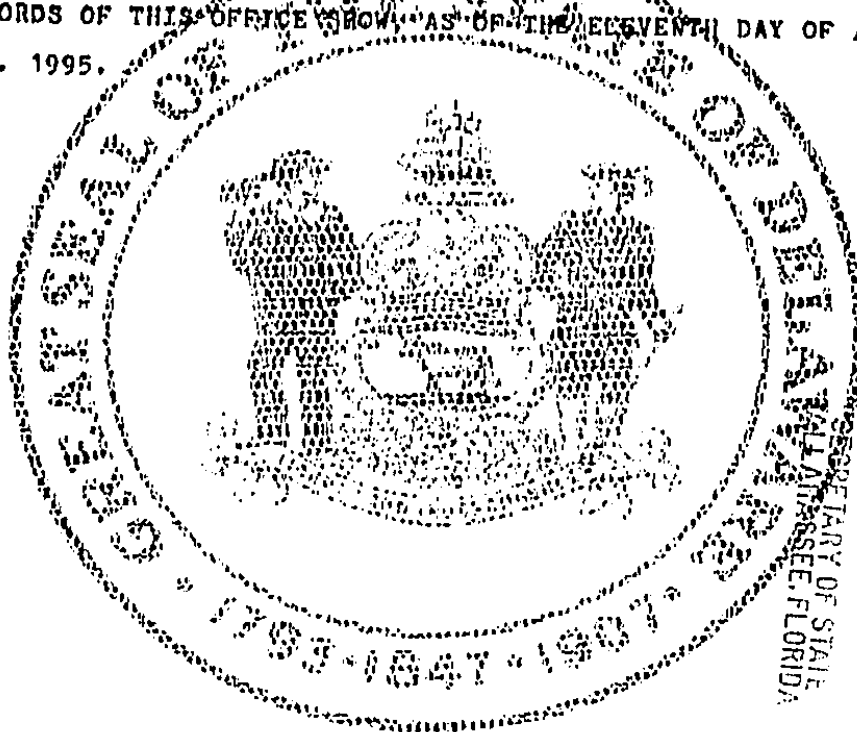
Vice President: Joseph P. Pearce
Address: One Stadium Place
Jacksonville, FL 32202

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PL FOOTWEAR, 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 ELEVENTH DAY OF AUGUST, A.D. 1995.



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FILED



Edward J. Freel, Secretary of State

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AUTHENTICATION: 7605763

DATE: 08-11-95