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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 752252 86901D
AUTHORIZATION : *Patricia Pyzik*
COST LIMIT : \$ 122.50

ORDER DATE : December 4, 1995

ORDER TIME : 8:36 AM

ORDER NO. : 752252

CUSTOMER NO: 86901D

700001652017

CUSTOMER: Ms. Sepham George
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: STEVEN MADDEN, LTD.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC -4 AM 11:30

FILED

**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:**

Steven Madden, Ltd. to be used in the State of Florida as

1. Steven Madden Ltd., Co.

(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 distinct from a natural person or partnership if not so contained in the name at present.)

2. New York

(State or country under the law of which it is incorporated)

3. 13-3588231

(FEI number, if applicable)

4. July 9, 1990

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1995

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 52-10 Barnett Avenue

Long Island City, New York 11104

(Current mailing address)

8. Design and marketing of women's fashion footwear

(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: (P.O. Box or Mail Drop Box acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber Asst. V.P.

Vicki Schreiber (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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Steven Madden

Address: 52-16 Barnett Ave., Long Island City, NY 11104

Vice Chairman: N/A

Address: _____

Director: John L. Madden

Address: 52-16 Barnett Avenue, Long Island City, NY 11104

... c/o Steven Madden, Ltd.

Director: Gary DeLuca

Address: c/o Steven Madden, Ltd.

52-16 Barnett Avenue, Long Island City, NY 11104

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Steven Madden

Address: 52-16 Barnett Ave., Long Island City, NY 11104

Vice President: N/A

Address: _____

Secretary: Arvind Dharja

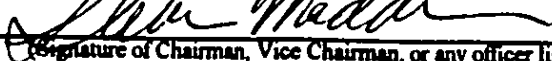
Address: 52-16 Barnett Avenue

Long Island City, NY 11104

Treasurer: Arvind Dharja

Address: (Same as above)

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven Madden, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Arvind Dharja

Address: 52-16 Barnett Avenue

Long Island City, NY 11104

Director: John Basile

Address: c/o Steven Madden, Ltd.

52-16 Barnett Avenue, Long Island City, NY 11104

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

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

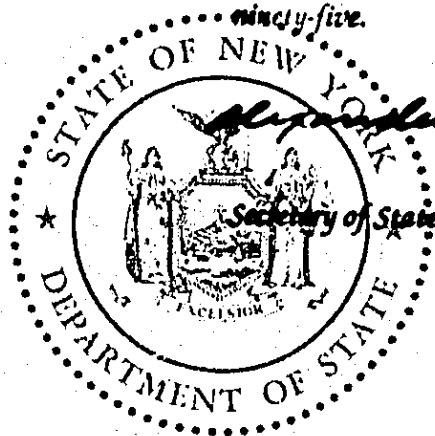
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**State of New York
Department of State**

ss:...

I hereby certify, that the certificate of incorporation of STEVEN MADDEN LTD. was filed on 07/09/1990, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of November
one thousand nine hundred and
ninety-five.



Alfred F. Trenchard

Secretary of State

199511290176

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA