

100 HAYS STREET  
TALLAHASSEE, FL 32304  
904 222 9671  
904 222 9111 AD

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FEDERAL BUREAU OF INVESTIGATION

ACCOUNT NO. : 0721000000030  
REFERENCE : 079700 4323439  
AUTHORIZATION : *Patricia Pytko*  
COST LIMIT : \$ 20.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
66 MAR 15 PM 1:28

ORDER DATE : March 13, 1996  
ORDER TIME : 10:22 AM  
ORDER NO. : 079700  
CUSTOMER NO: 4323439

960301745019

CUSTOMER: 111a Gaston, Legal Assistant  
Akin, Gump, Strauss, Hauer &  
399 Park Avenue  
22nd Floor  
New York, NY 10022

### FOREIGN FILINGS

NAME: ERMENEGILDO ZEGNA CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- XX \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen R. Rozar

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
66 MAR 15 PM 1:28

**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. PRENTICE HALL SYSTEMS CORPORATION

(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. NEW YORK

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

3. 1-2081-4304

(FET number, if applicable)

4. MAY 20, 1975

(Date of incorporation)

5. PERPETUAL

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

6. APRIL 15, 1996

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

7. 100 WEST ROBERT AVENUE, UNIT A

ENGLEWOOD, NEW JERSEY 07631

(Current mailing address)

8. ANY LAWFUL ACTIVITY PERMITTED IN THE STATE OF FLORIDA.

(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:

The Prentice-Hall Corporation

Name: System, Inc.

Office Address: 1201 Hays Street

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: Lisa G. Mulligan

(Registered agent's signature)

Lisa G. Mulligan, Authorized Representative

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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SECRETARY OF STATE  
DEPARTMENT OF STATE  
32301  
APR 15 PM 1:08

12. Name and addresses of officers and/or directors:

A. DIRECTORS

Chairman: FREDERICK D. ZENNA

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

Vice Chairman: RICHARD COHEN

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

Director: ALAN STEGEL

Address: 200 PARK AVENUE  
NEW YORK, NEW YORK 10022

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: RICHARD COHEN

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

EXECUTIVE Vice President: PHILIP FRANZEL

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

Secretary: PHILIP FRANZEL

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

Treasurer: PHILIP FRANZEL

Address: 100 WEST FOREST AVENUE, UNIT A  
ENGLEWOOD, NJ 07631

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

State of New York | ss:  
Department of State

I hereby certify, that the certificate of incorporation of EMMERIGILDO REGINA CORPORATION was filed on 05/20/1975, 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.

The Statement of Addresses and Directors is past due.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 12th day of March  
one thousand nine hundred and  
ninety-six.

*Alyanda F. Freadwell*

Secretary of State

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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F96000001405

**CHARLES COYLE & COMPANY, INC.**

770 478-0000  
200 BALLYMORIN DR, STE W  
MARIETTA, GA 30066

\*\*\*\*\*  
\*\*\*\*\*  
\*\*\*\*\*

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Handwritten notes and stamps on the right side of the form.*

Florida Department of State, John Birch, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0602, 617.0602, 607.1508, or 617.1600, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida

1a. The name of the corporation is: U.D.D. CALLING, INC.

1b. Date of incorporation: 1-18-96 Document number: 196-000001405 Date of qualification: 1-18-96

2. The name and address of the current registered agent and office: The Prentice-Hall Corporation System, Inc. 1201 Noye St., Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office. (P.O. Box Not Acceptable) NRAM Services, Inc. 328 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board

[Signature] SIGNATURE 6/24/96 DATE

Bruce Robin, Secretary Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAM Services, Inc. SIGNATURE by: [Signature] (Registered Agent) DATE 7-15-96