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-04/25/96-01020-0116
MINISTRY OF JUSTICE

April 23, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 24 PM 1:32

Re: CAFORICCI FOOTWEAR, LTD.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named Delaware entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

KCN

*Nothing with
to add copy to
name of*

**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. CAPORICCI FOOTWEAR, LTD CORP
(Name of corporation; 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 03/26/93 4. PERPETUAL
(Date of Incorporation) (Duration)
5. 65-0413414
(Federal Employer Identification number, if applicable)
6. DATE OF FILING THE APPLICATION
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5084 BISCAYNE BLVD - MIAMI, FLORIDA 33137
(Current mailing address)
8. WHOLESALE DISTRIBUTION OF IMPORTED SHOES
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: DOMENICO CAPORICCI
Address: 780 N.E. 69 STREET #1708
MIAMI, FLORIDA 33138

Vice Chairman: NOT APPLICABLE
Address: _____

Director: NOT APPLICABLE
Address:

Director: NOT APPLICABLE
Address:

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B. Officers:

President: PAOLO PIETRO CAPORICCI
Address: 780 N.E. 69 STREET #1708
MIAMI, FLORIDA 33138

Vice President: FRANCO CAPORICCI
Address: 4600 RENE EMARD #310
VILLE DE PEIRREFONDS, QC, CANADA H9A 3A7

Secretary: GIANCARLO CAPORICCI
Address: 287 KIRKLAND BLVD
KIRKLAND, QC, CANADA H9J 1P6

Treasurer: NOT APPLICABLE
Address: _____

(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:

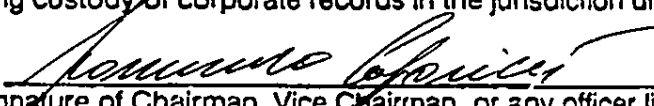
Name: DOMENICO CAPORICCI
Office Address: 5084 BISCANE BLVD
MIAMI, Florida 33137
Zip Code

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: 

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

14. DOMENICO CAPORICCI, CHAIRMAN OF THE BOARD
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPORICCI FOOTWEAR, LTD." 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 TWENTY-SECOND DAY OF APRIL, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 PM 1:32



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7916124

DATE: 04-22-96

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Brian Lynn, C.P.A., P.A.
Certified Public Accountant

Two South University Drive, Suite 215
Plantation, FL 33324
West Palm Beach: (800) 330-2933
Broward: (305) 474-1111
Dade: (305) 940-1878
Fax: (305) 474-5171

July 22, 1996

Secretary of State

ATTN: Hart Collins

Fax No. (904) 487-6013

RE: Caporicci Footwear, LTD.
Application by Foreign Corporation for
Authorization to Transact Business in Florida

Dear Mr. Collins:

Please be advised I am the accountant for the above mentioned foreign corporation. Pursuant to our telephone conversation of today, the above mentioned application was filed reflecting an incorrect Federal Identification Number. The correct information should be as follows:

Caporicci Footwear, LTD.
5084 Biscayne Blvd.
Miami, Florida 33137
Correct FEIN 54-1662847
~~Incorrect FEIN 65-0413414~~
FL Doc. # F96-000002051

As you are aware, the corporation is on a very tight time schedule and it is imperative that this matter be corrected as soon as possible. If you have any questions or concerns, please do not hesitate to contact our office.

Thank you for your time and kind cooperation with respect to resolving this matter expeditiously.

Sincerely,

Brian Lynn
Brian Lynn, C.P.A., P.A.