

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**F96000002098**

**CSC networks**  
PRINCIPAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 929600 170260A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 70.00

ORDER DATE : April 24, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 929600

900001796863

CUSTOMER NO: 170260A

CUSTOMER: Stewart Eichner, Esq  
Bernstein & Wasserman  
950 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: DIVA ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 26 AM 11:39  
7/4/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 26 AM 11:39

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. Diva Acquisition Corp.  
(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. 113313622  
(FBI number, if applicable)
4. February 29, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. None  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

7. 52-16 Barnett Avenue  
Long Island City, NY 11104  
(Current mailing address)

8. Wholesale Sale of shoes  
(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 NOT acceptable)

Name: The Prentice-Hall Corporation 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: Vicki Schreiber Agent V. P.

(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 26 AM 11:39

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 Avenue, Long Island City, NY 11104

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: Steven Madden

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

Vice President: \_\_\_\_\_

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

Secretary: Arvind Dharma

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

Treasurer: Arvind Dharma

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

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

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

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

State of Delaware  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "DIVA ACQUISITION CORP." 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-FOURTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 26 AM 11:39



*Edward J. Freel*

Edward J. Freel, Secretary of State

2597659 8300

960118244

AUTHENTICATION: 7919972

DATE: 04-24-96