

F96000002681

Document Number Only

OF CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

222-1092

City

State

Zip

Phone

300001040000

06/03/96--01001--000

*****70.00 *****70.00

CORPORATION(S) NAME

Ralph Lauren Fortune Co, Inc

96 MAY 29 PM 3:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> FIC Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

File 2nd

5-29-96

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Ralph Lauren Footwear Co., 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. Massachusetts

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

3. 04-3241042

(FEI number, if applicable)

4. July 21, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))

7. 220 Donald J. Lynch Boulevard, Marlboro, Massachusetts 01752

(Current mailing address)

8. see attached purpose clause

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canales

(Registered Agent's Signature)

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:02

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.

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

A. DIRECTORS

Chairman: Paul E. Duncan

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

Vice Chairman: _____

Address: _____

Director: John E. Douglas III

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

Director: Leo E. Vannoni

Address: 100 Technology Center Drive
Stoughton, Massachusetts 02072

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:02

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. _____

Executive
Anthony J. Tiberi, Vice President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:02

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Ralph Lauren Footwear Co., Inc.**

The purpose of this corporation is: 1) to engage in the business of design, development and marketing of footwear and related products; 2) any and all acts, things, business and activities which are related or incidental or conducive, directly or indirectly, to the attainment of the foregoing objectives; 3) any other service or business, operation or activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of The Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraphs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:02

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Ralph Lauren Footwear Co., Inc.**

1. Angel Martinez, President and Chief Executive Officer
220 Donald J. Lynch Boulevard
Marlboro, Massachusetts 01752
2. Anthony J. Tiberii, Executive Vice President & Chief Financial Officer
220 Donald J. Lynch Boulevard
Marlboro, Massachusetts 01752
3. John B. Douglas III, Vice President and Clerk
100 Technology Center Drive
Stoughton, Massachusetts 02072
4. Leo S. Vannoni, Treasurer
100 Technology Center Drive
Stoughton, Massachusetts 02072
5. J. Kevin Duffy, Vice President
100 Technology Center Drive
Stoughton, Massachusetts 02072
6. Barry Nagler, Vice President and Assistant Clerk
100 Technology Center Drive
Stoughton, Massachusetts 02072
7. Diana L. Wainrib, Assistant Clerk
220 Donald J. Lynch Boulevard
Marlboro, Massachusetts 01752
8. Mary Ann Alford, Vice President
100 Technology Center Drive
Stoughton, Massachusetts 02072

96 MAY 29 PM 3:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

May 28, 1996

TO WHOM IT MAY CONCERN:

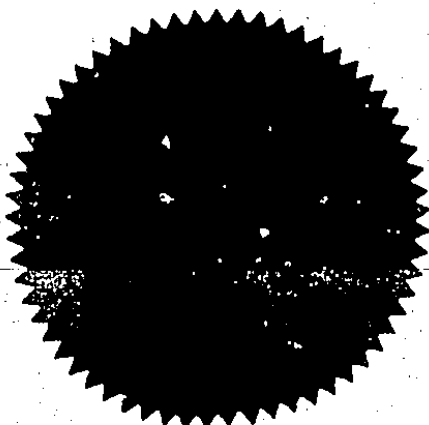
I hereby certify that according to the records of this office

Ralph Lauren Footwear Co., Inc.

is a domestic corporation organized on **July 21, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:02



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.