

F96000005924

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Manifatture Associate Cashmere U.S.A., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lawrence Marchuck, Treasurer
(Name of Person)

C/O Lawrence Marchuck, C.P.A., P.C.
(Firm/Company)

225 West 34th Street, Suite 405
(Address)

New York, NY 10122
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Lawrence Marchuck
(Name of Person)

at (212) 947-1204
(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Manifatture Associate Cashmere U.S.A., 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. State of New York

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

3. 13-3229105

(FBI number, if applicable)

4. 3/9/84

(Date of Incorporation)

5. Perpetual

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

6. Expected to be November 15, 1996

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

7. C/O Lawrence Marchuck, C.P.A., P.C.

225 West 34th Street, Suite #405, NY, NY 10122

(Current mailing address)

8. Retail sales of men's and women's clothing

(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 acceptable)

Name: Sherry Baumgartner

Office Address: 228 Worth Avenue

Palm Beach

, Florida, 33480

(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.


(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: Alfredo Canessa

Address: Piazza 5 Maria a Marignollo, Firenze, Italy JOR3

Vice Chairman: _____

Address: _____

Director: Franco Ginatta

Address: via Roma 3

Genova, Italy 16121

Director: Francesco Passadore

Address: 4 via Aicardo

Milano, Italy 20121

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

President: Alfredo Canessa

Address: Piazza 5 Maria a Marignolle

Firenze, Italy JOR3

Vice President: Luigi Leonardi

Address: 99 Buckhaven Hill

Upper Saddle River, NJ 07458

Secretary: Simone Anichini

Address: via Montalbano 3/C

Firenze, Italy 50100

Treasurer: Lawrence Marchuck

Address: 374 Piping Rock Road, Seaford, N.Y. 11783

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. Lawrence Marchuck, Treasurer

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

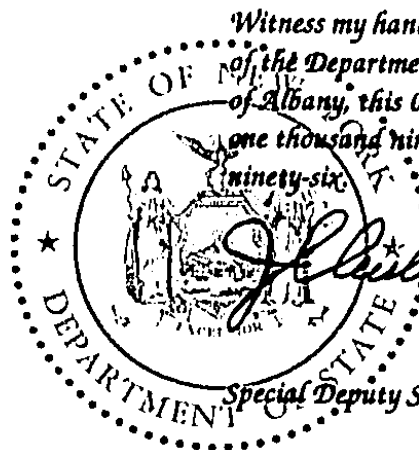
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SECRETARY & S. ALL
TALLAHASSEE, FLORIDA

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of MANIFATTURE ASSOCIATE CASHMERE USA INC. was filed on 03/08/1984, under the name of MALO U.S.A. INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MALO U.S.A. INC., changing name to MANIFATTURE ASSOCIATE CASHMERE USA INC., was filed 02/11/1994.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of November
one thousand nine hundred and
ninety-six.



[Signature]
Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA