

F98000001764

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LUCKY BRAND DUNGAREES, 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:

W98-6790

LESLIE ALAN ROZENCWAIG

(Name of Person)

ROZENCWAIG & ROTH-CORTINA

(Firm/Company)

ONE S.E. THIRD AVENUE, STE. 960

(Address)

MIAMI, FLORIDA 33131

(City/State/Zip)

100002469831--7

-03/26/98--01105--008

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

*****78.75 *****78.75

ANA M. CURNOW, L.A.

(Name of Person)

at (305) 379-6100

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 26, 1998

CORPORATE ACCESS, INC.
ATTN: GLENDA

SUBJECT: LUCKY BRAND DUNGAREES, INC.
Ref. Number: W98000006790

We have received your document for LUCKY BRAND DUNGAREES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.


Please list a current mailing address for the officers listed in section #12.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 498A00016366

Corrected - Thanks 
Glenda

RECEIVED
98 MAR 27 PM 12:01
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

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DIVISION OF REGISTRATION
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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.

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Gene Montesano

Address: c/o 1 S.E. Third Ave, Suite 960
MIAMI, Florida

Vice Chairman: _____

Address: _____

Director: Gene Montesano

Address: c/o 1 S.E. THIRD AVENUE, SUITE 960
MIAMI, FLORIDA 33131

Director: BARRY PERLMAN

Address: c/o 1 S.E. THIRD AVENUE, SUITE 960
MIAMI, FLORIDA 33131

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

President: BARRY PERLMAN

Address: % 1 SE Third Ave, S-960
Miami, FL 33131

Vice President: TRENT MERRILL

Address: % 1 SE Third Ave., S-960
Miami, FL 33131

Secretary: Barry Perlman

Address: _____

Treasurer: Trent Merrill

Address: _____

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

13. (Signature) Trent Merrill Executive Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TRENT MERRILL, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 3rd day of March, 1998,

LUCKY BRAND DUNGAREES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

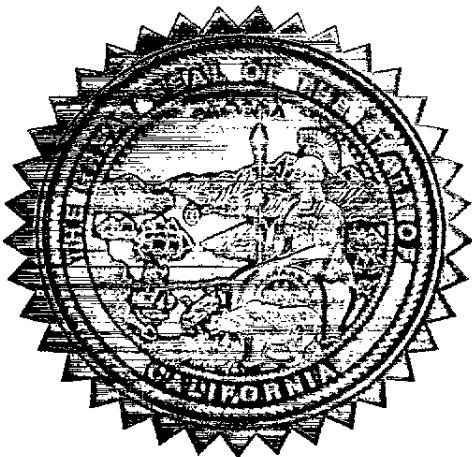
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

March 24, 1998



Bill Jones

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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