



THE UNITED STATES
CORPORATION
COMPANY

F98000002267

ACCOUNT NO. : 072100000032

REFERENCE : 785100 4321274

AUTHORIZATION :

COST LIMIT :

\$ 70.00

Patricia Pizut

4/21

ORDER DATE : April 16, 1998

ORDER TIME : 11:21 AM

ORDER NO. : 785100-005

CUSTOMER NO: 4321274

CUSTOMER: Jean A. Beaumont, Secretary
Polo Ralph Lauren
650 Madison Avenue

New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 PM 1:38

100002495101--8

FOREIGN FILINGS

NAME: PRL RETAIL CONCEPTS OF
FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED
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DIVISION OF CORPORATIONS

**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. PRL Retail Concepts of Florida, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. February 19, 1997
(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 817.155, F.S.))

7. c/o Polo Ralph Lauren Corporation Attention: Victor Cohen
650 Madison Avenue, New York, New York 10022
(Current mailing address)

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8. Retail Store
(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, Suite 105

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: _____

(Registered agent's signature)

**VICKI SCHREIBER
ASSISTANT VICE PRESIDENT**

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: Michael J. Newman

Address: Polo Ralph Lauren Corporation, 650 Madison Avenue, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: Lance Isham

Address: Polo Ralph Lauren Corporation
650 Madison Avenue, New York, New York 10022

Director: _____

Address: _____

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

President: Donna Barbieri

Address: Polo Ralph Lauren Retail Corporation
9 Polito Avenue, Lyndhurst, New Jersey 07071

Vice President: Mark Dimuro

Address: c/o Polo Ralph Lauren Retail Corporation
9 Polito Avenue, Lyndhurst, New Jersey 07071

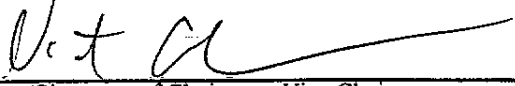
SVP & Secretary: Victor Cohen

Address: Polo Ralph Lauren Corporation
650 Madison Avenue, New York, New York 10022

SVP & Treasurer: Nancy A. Platoni Poli

Address: Polo Ralph Lauren Corporation, 9 Polito Avenue, Lyndhurst, NJ 07071

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)

Victor Cohen

Senior Vice President and Secretary

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

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRL RETAIL CONCEPTS OF FLORIDA, INC." 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 SEVENTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
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9031355
04-17-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: