

Document Number Only

F98000003006

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

500002537815--4
-05/28/98--01001--019
*****70.00 *****70.00

CORPORATION(S) NAME

DFS Group Limited, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Name Registration
☐ Fictitious Name
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ UCC
☐ CUS
☐ After 4:30
☒ Pick Up

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

Thanks,
Jeff

5-27-98

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905/28
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DIVISION OF CORPORATION

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. DFS Group Limited, 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. Bermuda
(State or country under the law of which it is incorporated)
3. 990215899
(FEI number, if applicable)
4. 6/26/82
(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. 525 Market Street, 33rd Floor
San Francisco, CA 94105-2708
(Current mailing address)
8. Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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

[Signature]
(Registered agent's signature) (Officer)

Dwight Coats, Assistant Secretary
(Type Name and Title of Officer)

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

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attachment A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

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

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Attachment A

Directors:

Barbara Bass
2310 Hyde Street
San Francisco, CA 94109

Robert W. Miller
Search International Ltd.
19 Des Voeux Road Central
901-903 Worldwide House
Hong Kong

Christopher Getty
Peak America LLC
126 East 56 Street
New York, NY 10022

Peter J. Barack
Barack, Ferrazzano, Kirschbaum, Perlman & Nagelberg
333 West Wacker Drive, Suite 2700
Chicago, IL 60606

Pierre Godé
LVMH
30 avenue Hoche
75008 Paris, France

Patrick Houël
LVMH
30 avenue Hoche
75008 Paris, France

Daniel Piette
LVMH
30 avenue Hoche
75008 Paris, France

Chahram Becharat
LVMH
30 avenue Hoche
75008 Paris, France

Myron E. Ullman, III
DFS Group Limited
525 Market Street, 33rd Floor
San Francisco, CA 94105

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Officers:

Myron E. Ullman, III
210 Olive Hill Lane
Woodside, CA 94062

Chairman, Chief Executive Officer, President

Thomas S. Stevens
380 Raquel Lane
Los Altos, CA 94022

Executive Vice President, Chief Financial and Administrative Officer

William S. Foss
203 Poplar Drive
Kentfield, CA 94904

Senior Vice President, General Counsel and Secretary

L. Philippe Vanier
DFS Group L.P.
200 North Nash Street, Bldg. A
El Segundo, CA 90245

President, DFS North America

Edward J. Brennan
2615 Tantalus Drive
Honolulu, HI 96813

President, DFS Hawaii

Bob L. Coe
5416 Black Hawk Drive
Danville, CA 94506-6067

President, DFS Mid-Pacific

Jacqueline J. Wong
2755 Webster Street, Apt. 8
San Francisco, CA 94123

Vice President - Taxes

Janice K. Bickel
34 Marsh Road
Tiburon, CA 94920

Vice President and Treasurer

David A. Suzuki
11 Commonwealth Avenue
San Francisco, CA 94111

Assistant Secretary

Lokelani Devone
424 Collingwood Street
San Francisco, CA 94114

Assistant Secretary

Roslyn O'Brien
Butterfield Corporate Svcs Ltd.
11 Bermudiana Road
Rosebank Centre, Pembroke,
Bermuda

Assistant Secretary

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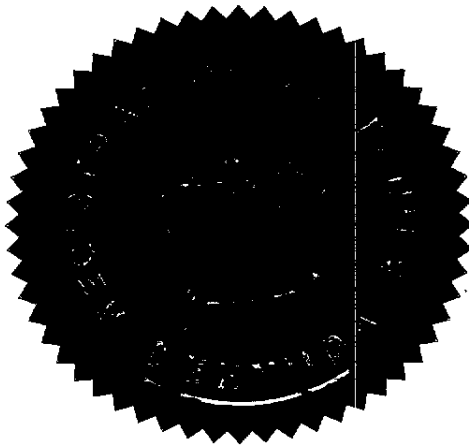
BERMUDA
MINISTRY OF FINANCE
CERTIFICATE OF COMPLIANCE

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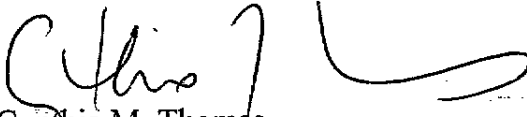
I, Cynthia M. Thomas, Assistant Registrar of Companies of the Islands of Bermuda, do hereby certify that

DFS GROUP LIMITED

is a Company duly incorporated under the laws of Bermuda and is, at the date of this Certificate, authorised to exercise the powers vested in that Company.



Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this 8th
day of May, 1998.


Cynthia M. Thomas
Assistant Registrar of Companies