# F99000000000032

ACCOUNT NO. : 07210000032

REFERENCE : 140725 5030273

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: February 19, 1999

ORDER TIME : 10:44 AM

CORPORATION

ORDER NO. : 140725-005

CUSTOMER NO: 5030273

CUSTOMER: J. Klein, Esq

Ashley Stewart Ltd. 600002784746--0

100 Metro Way

Secaucus, NJ 07094

FOREIGN FILINGS

NAME: MARIANNE USPR, 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: Tamara Odom

99 FEB 23 PM IZ: 49
DEPARTMENT OF STATE
TALLAHASSEE: FLORIOA

BECEIVED

## Aghley Stewart

### VIA FAX

Secretary of State State of Florida Tallahassee, Florida February 22, 1999

Re: Marianne USPR, Inc.
Qualification in Florida

To Whom It May Concern:

Please be advised that Urban Acquisition Corp. acquired the assets of Petrie Retail, Inc. debtor-in-possession at auction held at the United State Bankruptcy Court for the Southern District of New York. This transaction closed on December 18, 1998. We are currently seeking to qualify a new corporation we have formed, Marianne USPR, Inc., to do business in the State of Florida. We have been informed that there is a penalty fee for our conducting business in the State of Florida prior to the date of qualifying to do business. Please be advised that this delay was caused by our waiting receipt of all necessary approvals from the Bankruptcy Court and store lease landlords. We hereby request that the penalty fee be waived and that our application to do business in the State of Florida be accepted.

If you have any questions, please feel free to call us.

Sincerely,

Jeffrey A. Klein General Counsel

JAK:ab

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AGHLEY STEWART LTD. 100 HETRO WAY, SECAUCUS, NJ. 07074 TEL: 201-319-3093 FAX: 201-319-3077

\*\* TOTAL PAGE.02 \*\*

99 FEB 23 PM 3: 20

Nº 8852 F. 2/2

E 6 P 53' 1888 8:28 PM C2C

## 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:

<ol> <li>MARIANNE USPR, INC (Name of corporation: must include the abbreviations of like import in language or partnership if not so contained in the</li> </ol>	e word "INCORPORA"	TED", "COMPANY", "CORP te that it is a corporation ins	ORATION" or words or tead of a natural person
2. DELAWARE (State or country under the law of whi	ich it is incorporated)	3. 22-3622193 (FEI number, if applicab	ole)
4. 12/9/98 (Date of Incorporation)	5. Perpe	tual n: Year corp. will cease to e	xist or "perpetual")
6. 12/9/98 (Date first transacted business in Florid	da. (See sections 607.	1501, 607.1502, and 817.	155, F.S.)
7. <u>c/o Urban Brands, :</u> Secaucus, NJ 07094		Metro Way	99 F
8.  Real Estate Lessee (Purpose(s) of corporation authorize  9. Name and street address of Floring acceptable)  Name:  Co	ed in home state or co	ountry to be carried out in the out: (P.O. Box or Mail Dro	<u></u>
Office Address:	1201 Hays Street		
	Tallahassee	, Florida,	32301 (Zip Code)
10. Registered agent's acceptan	ce:		
Having been named as registered corporation at the place designative gistered agent and agree to act in all statutes relative to the proper and accept the obligations of my portion Service By:    Register	ed in this applica o this capacity. I fu nd complete perfor osition as registered	tion, I hereby accept rther agree to comply w rmance of my duties, ar	the appointment as

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: JOSEPH J. SITT Address: 100 Metro Way Secaucus NJ 07094 Vice Chairman: None Address: JOSEPH J. SITT Director: Address: 100 Metro Way Secaucus, NJ 07094 Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) President: JOSEPH J. SITT 100 Metro Way Address: Secaucus, NJ 07094 Vice President: Address: JOSEPH J. SITT Secretary: Address: 100 Metro Way Secaucus, NJ 07094 n/a 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.) JOSEPH J. SITT, President

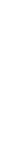
## State of Delaware

#### PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARIANNE USPR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND THAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 1999.

ON THE SA DM 3: 51





Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

9585383

991065247

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2976830

DATE:

02-19-99