

F990000001032



ACCOUNT NO. : 072100000032

REFERENCE : 140725 5030273

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : February 19, 1999

ORDER TIME : 10:44 AM

ORDER NO. : 140725-005

CUSTOMER NO: 5030273

CUSTOMER: J. Klein, Esq
Ashley Stewart Ltd.
100 Metro Way

Secaucus, NJ 07094

600002784746--0

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 PM 3:20

mtu
2/23

RECEIVED
99 FEB 23 PM 12:49
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE



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

99 FEB 23 PM 3:20

FILED
SECRETARY OF STATE
D. J. HARRIS

JAK:ab

c:\mydoc\tr\uspr\off

ASHLEY STEWART LTD. 100 METRO WAY, SECAUCUS, NJ 07094 TEL: 201-319-9093 FAX: 201-319-9097

** TOTAL PAGE.02 **

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. MARIANNE USPR, 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. 22-3622193
(FEI number, if applicable)

4. 12/9/98
(Date of Incorporation)

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

6. 12/9/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. c/o Urban Brands, Inc. 100 Metro Way
Secaucus, NJ 07094
(Current mailing address)

8. Real Estate Lessee and operator of a 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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Sylvia M. White

(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.

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: _____

Director: JOSEPH J. SITT

Address: 100 Metro Way
Secaucus, NJ 07094

Director: _____

Address: _____

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

President: JOSEPH J. SITT

Address: 100 Metro Way
Secaucus, NJ 07094

Vice President: n/a

Address: _____


Secretary: JOSEPH J. SITT

Address: 100 Metro Way
Secaucus, NJ 07094

Treasurer: n/a

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.)

14. JOSEPH J. SITT, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 PM 3:20

State of Delaware
Office of the Secretary of State

PAGE 1

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 HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 23 PM 3:21



Edward J. Freel

Edward J. Freel, Secretary of State

2976830 8300

991065247

AUTHENTICATION:

DATE:

9585383

02-19-99