**F99000001461**

ACCOUNT NO.   :   072100000032

REFERENCE    :   605611      5019639

AUTHORIZATION  :   *Patricia Pizzuto*

COST LIMIT   :   $ 35.00

---

ORDER DATE :   May 31, 2002

ORDER TIME :   11:03 AM

ORDER NO.  :   605611-025

CUSTOMER NO:   5019639                    7000056946667--9

CUSTOMER:   Ms. Eileen Lamela
            Nine West Group Inc.
            Nine West Plaza
            1129 Westchester Avenue
            White Plains, NY  10604-3529

---

### FOREIGN FILINGS

NAME:     VICTORIA + CO LTD.

XX____  LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____  PLAIN STAMPED COPY

CONTACT PERSON:  Darlene Ward - EXT# 1135      C. Coulliette  JUN 0 6 2002

EXAMINER: _____

# APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Victoria + Co Ltd.
_____
(Name of Corporation)

Rhode Island
_____
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.
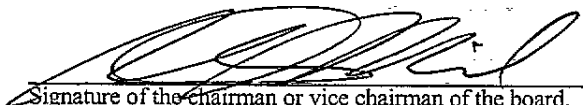
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

10 New Road
_____
(Mailing Address)

East Providence, Rhode Island   02916
_____
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

_____         Senior Executive Vice President
Signature of the chairman or vice chairman of the board,        Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Steven J. O'Neil                              5/24/02
_____         _____
Typed or printed name                         Date