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ACCOUNT NO. : 072100000032  
REFERENCE : 260077 5019639  
AUTHORIZATION : Patricia Pizante  
COST LIMIT : \$ 70.00

ORDER DATE : June 2, 1999  
ORDER TIME : 9:37 AM  
ORDER NO. : 260077-160  
CUSTOMER NO: 5019639

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CUSTOMER: Shella Lieberman, Legal Asst  
Nine West Group Inc.  
Nine West Plaza  
1129 Westchester Avenue  
White Plains, NY 10604-3529

FOREIGN FILINGS

NAME: NINE WEST GROUP INC.

XXXX QUALIFICATION (TYPE: CO)

\*\*\*\*\*FILE SECOND\*\*\*\*\*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 16 PM 1:45

RECEIVED  
99 JUN 16 AM 10:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

AL JUN 16 1999

**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. Nine West Group 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 3. 13-4060243  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 18, 1999 5. Perpetual  
(Date of Incorporation) (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. 1129 Westchester Avenue  
White Plains, NY 10604-3529  
(Current mailing address)

Retail store operations selling women's footwear and accessories and to engage in any act or activity for which corporations may be organized.

8. \_\_\_\_\_  
(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)

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**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.*

By: Corporation Service Company  
[Signature]  
(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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_


Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**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. David P. Brown, Secretary  
(Typed or printed name and capacity of person signing application)

**RIDER**

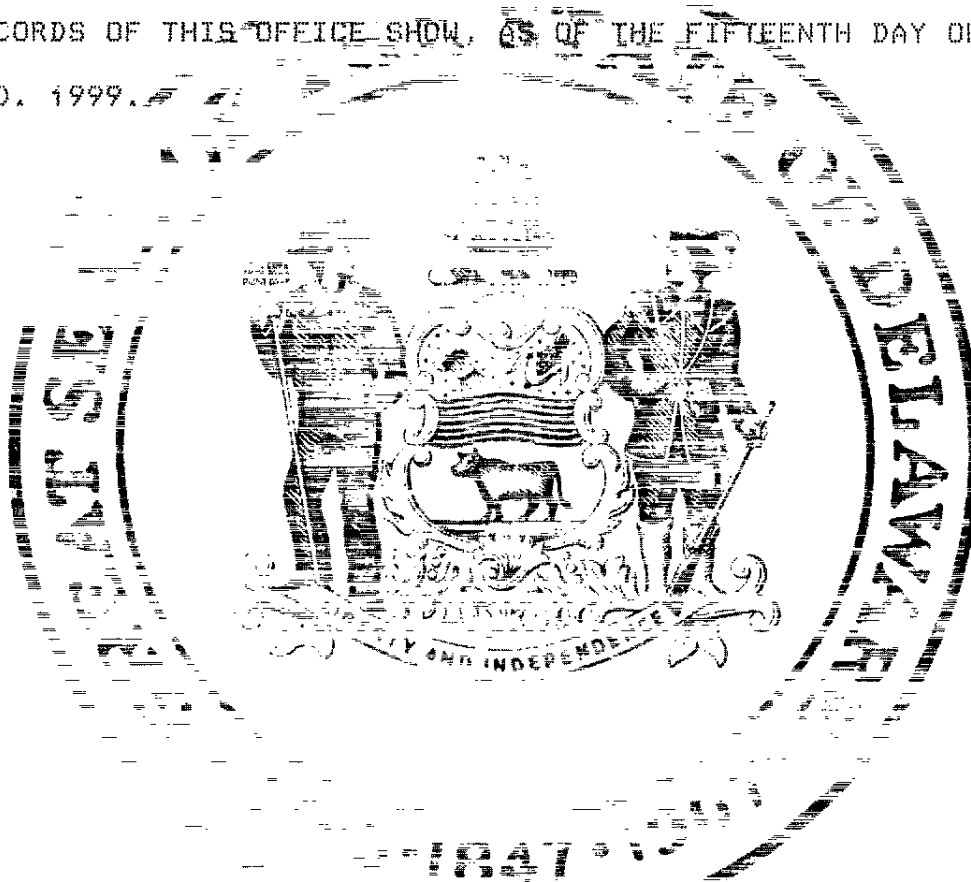
**Officers and Directors of Nine West Group Inc.**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Business Address</u></b>
Ira M. Dansky	Director and President	c/o Jones Apparel Group, Inc. 1411 Broadway New York, NY 10018
Joseph T. Donnalley	Vice President and Treasurer	c/o Jones Apparel Group, Inc. 250 Rittenhouse Circle Keystone Park Bristol, PA 19007
Patrick M. Farrell	Vice President and Assistant Secretary	c/o Jones Apparel Group, Inc. 250 Rittenhouse Circle Keystone Park Bristol, PA 19007
William J. Florent	Vice President	c/o Nine West Group Inc. 11933 Westline Industrial Drive St. Louis, MO 63146
David P. Brown	Secretary	c/o Nine West Group Inc. 11933 Westline Industrial Drive St. Louis, MO 63146

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NINE WEST GROUP 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 FIFTEENTH DAY OF JUNE, A.D. 1999.



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*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9804869

DATE: 06-15-99