



ACCOUNT NO. : 072100000032

REFERENCE : 332103 4803290

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 332103-010

800002955158--9

CUSTOMER NO: 4803290

CUSTOMER: Stephanie Olshan, Esq  
Kramer Levin Naftalis &  
919 Third Avenue  
38th Floor  
New York, NY 10022

FOREIGN FILINGS

NAME: LUCKY BRAND DUNGAREES, 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: James Guy

*File*  
2<sup>nd</sup>  
99 AUG 10 AM 11:45  
FILED  
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99 AUG -9 PM 4:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
8/10/99

**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. Lucky Brand Dungarees, 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. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 8, 1999 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 14, 1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4599 District Boulevard  
Vernon, California 90058  
(Current mailing address)
8. Sale of retail merchandise  
(Purpose(s) of corporation authorized in home state or country to be carried out in 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 Hayes Street  
Tallahassee, Florida, 32301  
(Zip code)

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TALLAHASSEE, FLORIDA

**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: Lefina 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) See Attachment A**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

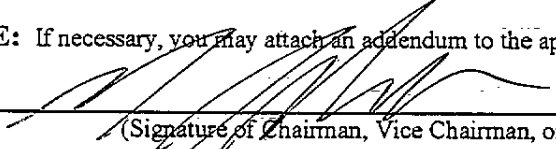
Address: \_\_\_\_\_  
\_\_\_\_\_

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. Nicholas J. Rubino, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

Attachment A  
Directors

Paul R. Charron  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Angela Ahrendts  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.  
North Bergen, NJ 07047

Denise V. Seegal  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

John Thompson  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.  
North Bergen, NJ 07047

Robert Negrón  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.  
North Bergen, NJ 07047

Richard Zannino  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Nicholas J. Rubino  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.  
North Bergen, NJ 07047

Kim Roy  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.

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North Bergen, NJ 07047

Gene Montesano  
c/o Lucky Brand Dungarees, Inc.  
4599 District Blvd.  
Vernon, CA 90058

Barry L. Perlman  
c/o Lucky Brand Dungarees, Inc.  
4599 District Blvd.  
Vernon, CA 90058

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Attachment B  
Officers

Paul R. Charron, Chairman of the Board  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Gene Montesano, Chief Executive Officer  
c/o Lucky Brand Dungarees, Inc.  
4599 District Blvd.  
Vernon, CA 90058

Barry L. Perlman, President  
c/o Lucky Brand Dungarees, Inc.  
4599 District Blvd.  
Vernon, CA 90058

Michael Scarpa, Vice President  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Trent Merrill, Vice President and Chief Financial Officer  
c/o Lucky Brand Dungarees, Inc.  
4599 District Blvd.  
Vernon, CA 90058

Robert Vill, Treasurer  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Roberta S. Karp, Secretary  
c/o Liz Claiborne, Inc.  
1441 Broadway  
New York, NY 10018

Nicholas J. Rubino, Assistant Secretary  
c/o Liz Claiborne, Inc.  
Headquarters II, 8th Floor  
One Claiborne Ave.  
North Bergen, NJ 07047

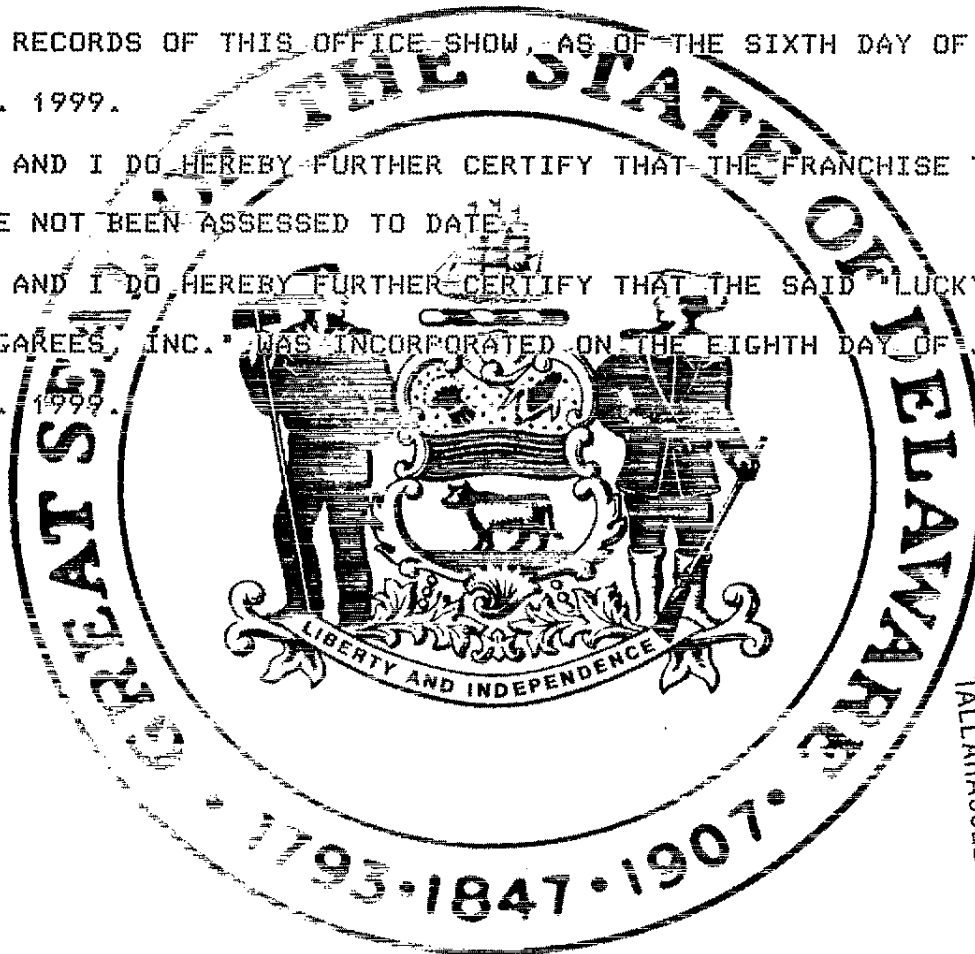
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUCKY BRAND DUNGAREES, 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 SIXTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LUCKY BRAND DUNGAREES, INC." WAS INCORPORATED ON THE EIGHTH DAY OF JUNE, A.D. 1999.



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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

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*Edward J. Freel*

Edward J. Freel, Secretary of State 07520

AUTHENTICATION:

08-06-99

DATE: