



THE UNITED STATES
CORPORATION
COMPANY

99000004106

ACCOUNT NO. : 072100000032

REFERENCE : 333078 4301772

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70

ORDER DATE : August 6, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 333078-005

CUSTOMER NO: 4301772

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Av.
12th Fl.
New York, NY 10022

400002954334--1

W99-118385

FOREIGN FILINGS

NAME: LUCA (PALM BEACH) 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: Christine Lillich

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 AUG -9 PM 2:41

FILED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 AUG -9 PM 12:12

RECEIVED

M 8/10



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 1999

CSC
ATTN: CHRISTINE LILLICH

SUBJECT: LUCA (PALM BEACH) INC.
Ref. Number: W99000018385

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A brief description of the entity's nature of business must be included in the document.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00040118

RECEIVED

SEP 10 11 2:28

**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. LUCA (PALM BEACH) 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. 74-2919999
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 2, 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. 600 Madison Avenue, 12th Floor
New York, NY 10022
(Current mailing address)

8. LEASE AND OPERATE A RETAIL STORE
(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 Hays Street
Tallahassee, Florida, 32301
(Zip code)

FILED
99 AUG -9 PM 2:41
SECRETARY OF STATE
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.

Corporation Service Company

By: Laura R. Dunlap
(Registered agent's signature) Laura R. Dunlap

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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Luca Orlandi

Address: 600 Madison Avenue, 12th Floor

New York, NY 10022

Director: N/A

Address: _____

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

President: Yilioz Yuksek

Address: 600 Madison Avenue, 12th Floor

New York, NY 10022

Vice President: N/A

Address: _____

Secretary: Elise Slosser

Address: 600 Madison Avenue, 12th Floor

New York, NY 10022

Assistant
Secretary

John Dermott Mitchell

Address: 600 Madison Avenue, 12th Floor

New York, NY 10022

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. John Dermott Mitchell, Assistant Secretary

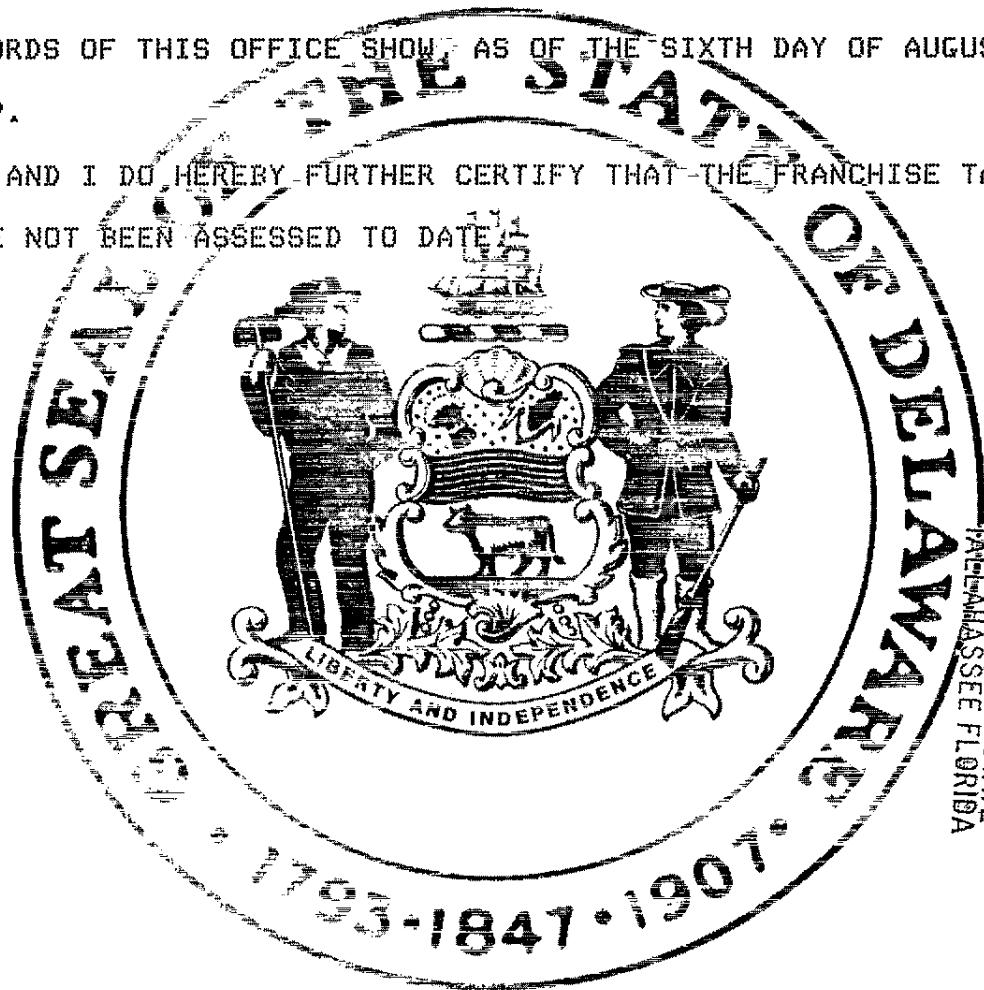
(Typed or printed name and capacity of person signing application)

FILED
99 AUG -9 PM 2:41
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 "LUCA (PALM BEACH) 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.



FILED
 99 AUG -9 PM 2:41
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



3077673 8300

991327077

Edward J. Freel, Secretary of State 9908377

AUTHENTICATION:

08-06-99

DATE: