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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWIN IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

- The name of the corporation is Ellen Tracy of Naples, Inc. (the "Company"). 1.
- The Company was incorporated under the laws of the State of Delaware. 2.
- The Company's Employer Identification Number is: 22-3656431. 3.
- The Company was incorporated on April 23, 1999. 4.
- The duration of the Company is perpetual. 5.
- The Company will transact business in the state of Florida upon the filing of this Application 6. by Foreign Corporation for Authorization to Transact Business in Florida.
- The current mailing address of the Company is: 7.

Ellen Tracy of Naples, Inc. c/o Ellen Tracy, Inc. 165 Polito Avenue Lyndhurst, New Jersey 07071

- The purpose of the Company authorized in its home state and in the state of Florida is retail. 8.
- The name and street address of the Florida registered agent is: 9.

c/o CT Corporation System 1200 South Pine Island Road Plantation, Florida 33324

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.

Kim Gilbertson, Asst. Secretary

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- 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 directors:

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Herbert Gallen, Director and President

Address

c/o Ellen Tracy, Inc. 165 Polito Avenue

Lyndhurst, New Jersey 07071

Yoram Arieven, Chief Financial

Officer

c/o Ellen Tracy, Inc. 165 Polito Avenue

Lyndhurst, New Jersey 07071

Sylvi Tufariello, Secretary

c/o Ellen Tracy, Inc. 165 Polito Avenue

Lyndhurst, New Jersey 07071

13.

14. Signed by: Yoram Arieven, Chief Financial Officer

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELLEN TRACY OF NAPLES, 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 TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

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