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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-08/31/99--01058--002
*****8.75 *****8.75

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*****70.00 *****70.00

HUGO BOSS FASHIONS, INC.

(6)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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DIVISION OF CORPORATIONS
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To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HUGO BOSS FASHIONS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GRETCHEN M. NINE-BUNNELL, LEGAL ASSISTANT
(Name of Person)

HAHN LOESER & PARKS LLP
(Firm/Company)

3300 BP TOWER, 200 PUBLIC SQUARE
(Address)

CLEVELAND, OHIO 44114-2301
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

GRETCHEN M. NINE-BUNNELL at (216) 274-2217
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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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. HUGO BOSS FASHIONS, 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. 13-3503218
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 7, 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 645 FIFTH AVENUE, 21ST FLOOR
NEW YORK, NEW YORK 10022
(Current mailing address)

TO ENGAGE IN ANY LAWFUL 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 state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(Zip code)

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.

CT CORPORATION SYSTEM
By: Connie Bryan **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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: SEE ATTACHED DIRECTORS/OFFICERS RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED DIRECTORS AND OFFICERS RIDER

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. LAWRENCE E. OSCAR, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

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DIRECTORS/OFFICERS RIDER

DIRECTORS

Chairman: Martin Staff
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

Director: Bruno Salzer
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

Director: Werner Baldessarini
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

Director: Vincent Ottomanelli
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

OFFICERS

President: Martin Staff
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

Vice President: Vincent Ottomanelli
Address: 645 Fifth Avenue, 21st Floor
New York, New York 10022

Assistant Secretary: Lawrence E. Oscar
3300 BP Tower, 200 Public Square
Cleveland, Ohio 44114-2301

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUGO BOSS FASHIONS, 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 THIRD DAY OF AUGUST, A.D. 1999.

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AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

08-03-99