



F990000006758

ACCOUNT NO. : 072100000032

REFERENCE : 528470 4312639

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pruitt

ORDER DATE : December 23, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 528470-005

000003082860--2

CUSTOMER NO: 4312639

W99-29605

CUSTOMER: Ms. Mary Keogh
Skadden Arps Slate Meagher &
One Rodney Square

Wilmington, DE 19801

FOREIGN FILINGS

NAME: VAN CLEEF & ARPELS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carrie Vaught

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 29 AM 1:31 99 DEC 29 AM 10:42

FILED

RECEIVED

enter 12/30

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 29, 1999

CSC

SUBJECT: VAN CLEEF & ARPELS, INC.
Ref. Number: W99000029605

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

Simply adding Florida to the end of the name does not make a difference.

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

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00060623

99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

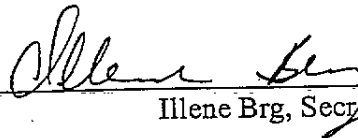
FILED

Illene Brg, Secretary of Van Cleef & Arpels, Inc., a corporation duly organized under the laws of the State of New York, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted on the 10th day of December, 1999.

"FURTHER RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Van Cleef & Arpels of New York Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida;"

FILED
99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Illene Brg, Secretary

**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. Van Cleef & Arpels, 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. New York 3. 13-1432455
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/23/39 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. The Corporation intends to commence conducting operations on January 1, 2000.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 744 5th Avenue, New York, New York 10019
(Current mailing address)

8. Any and all lawful activities permitted to be conducted by the Corporation pursuant to the New York Business Corporation Law and the Florida Business Corporation Act.
(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)

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: Margaret Cullen
(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)

FILED
99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

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: _____

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. ☐

Henri Barguirdjian (President/CEO)

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

FILED
99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers/Directors Rider

A. DIRECTORS

Director: A.D. Perrin
Address: 744 Fifth Avenue
New York, NY 10151

Director: Claude Julien Arpels
Address: 744 Fifth Avenue
New York, NY 10151

Director: Isabelle Guichot
Address: 744 Fifth Avenue
New York, NY 10151

Director: Ralph Destino
Address: 744 Fifth Avenue
New York, NY 10151

Director: Vincent Robin
Address: 744 Fifth Avenue
New York, NY 10151

FILED
99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President/CEO: Henri Barguirdjian
Address: 744 Fifth Avenue
New York, NY 10151

COO: Shawn Sullivan
Address: 744 Fifth Avenue
New York, NY 10151

CFO: Lisa Madison
Address: 744 Fifth Avenue
New York, NY 10151

Secretary: Illene Brg

Address: 744 Fifth Avenue
New York, NY 10151

FILED

99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of VAN CLEEF & ARPELS, INC. was filed on 02/25/1939, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of December
one thousand nine hundred and
ninety-nine.



Special Deputy Secretary of State

99 DEC 29 AM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

199912240003 38