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Tallahassee, FL 32301  
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Corporation(s) Name

The Lockport Company, LLC

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<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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### CONSENT TO USE OF NAME

The Rockport Company, Inc., a Massachusetts corporation, hereby consents to the use of the name The Rockport Company, LLC, a Delaware limited liability company, for any and all business purposes.

THE ROCKPORT COMPANY, INC.

By: David A. Pace  
David A. Pace  
Vice President and Clerk

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. THE ROCKPORT COMPANY, LLC  
(Name of foreign limited liability company)
  2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
  3. 04-3495456  
(FEI number, if applicable)
  4. 12/23/99  
(Date of Organization)
  5. Perpetual existence  
(Duration: Year limited liability company will cease to exist or "perpetual")
  6. Upon Qual.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
  7. 220 Donald J. Lynch Boulevard, Marlboro, MA 01752  
(Street address of principal office)
  8. If limited liability company is a manager-managed company, check here ☒
  9. The usual business addresses of the managing members or managers are as follows:  
SEE ATTACHED SCHEDULE OF MANAGERS AND AUTHORIZED PERSONS/MEMBERS
  10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
  11. Nature of business or purposes to be conducted or promoted in Florida: To engage in any lawful act or activity in which limited liability companies may engage. Such business shall include designing, marketing and selling footwear, apparel and accessories.
- David A. Pace 5/18/00  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
David A. Pace, Manager  
Typed or printed name of signee

## THE ROCKPORT COMPANY, LLC

<u>Managers</u>	<u>Business Address</u>	<u>Home Address</u>
Paul Fireman	1895 J.W. Foster Boulevard Canton, MA 02021	230 Dudley Road New ton, MA 02157
David A. Pace	1895 J.W. Foster Boulevard Canton, MA 02021	15 Charter Street - #4 Boston, MA 02113
Kenneth I. Watchmaker	1895 J.W. Foster Boulevard Canton, MA 02021	44 Gatewood Drive Needham, MA 02192

### Members/ Authorized Persons

	<u>Business Address</u>
Paul Fireman	1895 J.W. Foster Boulevard Canton, MA 02021
David A. Pace	1895 J.W. Foster Boulevard Canton, MA 02021
Kenneth I. Watchmaker	1895 J.W. Foster Boulevard Canton, MA 02021
Terry Pillow	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Sharon M. Bryan	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Steve Moergen	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Ken Marshall	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Peter Dodge	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Dean Fusco	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Colin Clark	220 Donald J. Lynch Boulevard Marlboro, MA 01752
Sheryl Traylor	220 Donald J. Lynch Boulevard Marlboro, MA 01752
James Maguire	1895 J.W. Foster Boulevard Canton, MA 02021
Diana Wainrib	220 Donald J. Lynch Boulevard Marlboro, MA 01752

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE ROCKPORT COMPANY, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

C T Corporation System

Lauren KREATZ

(Signature)

LAUREN H. KREATZ,  
SPECIAL ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE FLORIDA

State of Delaware  
Office of the Secretary of State

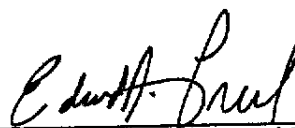
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE ROCKPORT COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MAY, A.D. 2000.

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

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00 MAY 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0457621

DATE:

05-24-00