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ACCOUNT NO. : 072100000032

REFERENCE : 773174 4321274

AUTHORIZATION : Patricia Pigato

MJH

COST LIMIT : \$ 125.00

ORDER DATE : July 24, 2000

ORDER TIME : 9:32 AM

ORDER NO. : 773174-005

200003386512--1

CUSTOMER NO: 4321274

CUSTOMER: Karen Zang, Secretary
Polo Ralph Lauren Corporation
650 Madison Avenue
8th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: R.L. FASHIONS OF NAPLES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 1:32

CONTACT PERSON: Norma Hull

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 26 AM 10:39

RECEIVED

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. R.L. Fashions of Naples, LLC
(Name of foreign limited liability company)

2. Delaware 3. 52-225-2848
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 26, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 9 Polito Avenue, Lyndhurst, New Jersey 07071
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:
Member: Fashions Outlet of America, Inc.
9 Polito Avenue, Lyndhurst NJ 07071

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 1:32

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: Retail apparel and accessories store.

Victor Cohen
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.)
Victor Cohen

Typed or printed name of signee

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:

R.L. Fashions of Naples, LLC

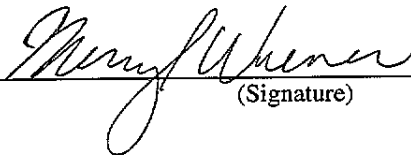
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
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..


(Signature)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RL FASHIONS OF NAPLES, 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 JULY, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001371379

AUTHENTICATION: 0575307

DATE: 07-24-00