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June 14, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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FILED
JUN 17 AM 11:59
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA


Re: TOMMY HILFIGER RETAIL, INC.
TOMMY HILFIGER RETAIL, LLC

Enclosed herein please find the original and one (1) copy of the Application for Withdrawal by Foreign corporation and the Application by Foreign LLC for Authorization to Transact Business in Florida for the above named DELAWARE corporation and LLC. Please file the documents and return to me a stamped filed copy of the Articles. Enclosed please find checks made payable to Florida Department of State in the amounts of \$35.00 for the withdrawal and \$125.00; \$100.00 for the filing fee and \$25.00 for the Registered Agent Designation.

Please return proof of filing to this office in the FEDEX envelope I have provided for your convenience.

Thank you for giving this matter your attention.

Very truly yours,


Katherine E. Mitchell
Legal Assistant

Enc.

AL1

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Tommy Hilfiger Retail, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 22-3217506
(FEI number, if applicable)
- 4. April 1, 2002
(Date of Organization)
- 5. December 31, 2051
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 200 Liberty Way, Cranbury, New Jersey 08512
(Street address of principal office)

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 TALLAHASSEE, FLORIDA

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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:

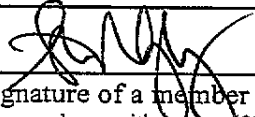
Tommy Hilfiger U.S.A., Inc.

25 West 39th Street

New York, New York 10018

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 sales and related activities



 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.)

Steven R. Gursky, Secretary

 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:

Tommy Hilfiger Retail, LLC

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

William Kneller / The Tommy Hilfiger Company
(Name)


10406 Emerald Coast Parkway #77

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

Destin FL 32541

(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)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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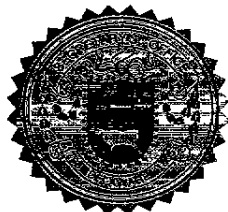
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "TOMMY HILFIGER RETAIL, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "TOMMY HILFIGER RETAIL, LLC", WAS FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2002, AT 10:30 O'CLOCK A.M.

FILED
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OFFICE OF THE STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2267353 8317

AUTHENTICATION: 1827333

020378789

DATE: 06-12-02