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J. BRYAN & ASSOCIATES
TALLAHASSEE, FLORIDA

J. BRYAN DEC 9 2004

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November 24, 2004

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


Re: TOMMY HILFIGER RETAIL, LLC

Enclosed herein please find original and a copy of the Statement of Change of Registered Agent for the above named Limited Liability Company. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$25.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,


Katherine E. Mitchell
Legal Assistant

Enc.

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TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Tommy Hilfiger Retail, LLC
2. The mailing address of the limited liability company is : 200 Liberty Way, Cranbury, NJ 08512

June 17, 2002

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3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

William Kneller/The Tommy Hilfiger Co. Store

Name

10406 Emerald Coast Pkwy #77

Address

Destin, FL 32541

City, State and Zip

6. The name and address of the new registered agent and/or office:

Linda M. Siluk/The Tommy Hilfiger Co. Store

Name

10406 Emerald Coast Pkwy #77

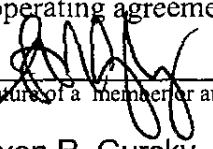
Florida street address (P.O. Box NOT acceptable)

Destin

FL 32541

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Steven R. Gursky, Secretary

(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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