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**FOREIGN LIMITED LIABILITY COMPANY**

**FI Specialty Operations LLC**

Certificate of Status	0
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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

SECRETARY OF STATE

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. FL Specialty Operations LLC  
(Name of foreign limited liability company)
2. New York  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0991731  
(FEI number, if applicable)
4. April 8, 2004  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 2004  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 112 West 34th Street, New York, NY 10120  
(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:

Peter D. Brown, 112 West 34th Street, New York, NY 10120

Robert W. McHugh, 112 West 34th Street, New York, NY 10120

Jeffrey L. Berk, 112 West 34th Street, New York, NY 10120

Bruce L. Hartman, 112 West 34th Street, New York, NY 10120

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 sale of athletic footwear  
and apparel and any other lawful business

Sheilagh M. Clarke  
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.)  
Secretary  
Typed or printed name of signee

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2004 APR 21 A 9:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**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:

FL Specialty Operations LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

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

Plantation

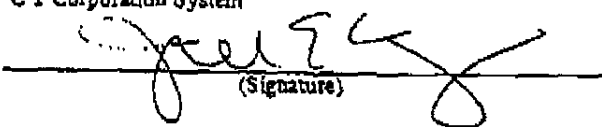
FL 33324

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.*

CT Corporation System

Jill E. Kranz  
Assistant Secretary

  
(Signature)

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

State of New York } ss:  
Department of State

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I hereby certify, that FL SPECIALTY OPERATIONS LLC a NEW YORK Limited Liability Company Filed Articles of Organization pursuant to the Limited Liability Company Law on 04/08/2004, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 19th day of April  
two thousand and four.

A handwritten signature in dark ink, appearing to read "Roy A. Dis", is written over a horizontal line.

Secretary of State