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EXAMINER

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 647926 7788239

AUTHORIZATION

COST LIMIT : \$ 155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 19 AM 8:16

ORDER DATE : January 19, 2011

ORDER TIME : 2:46 PM

ORDER NO. : 647926-010

CUSTOMER NO: 7788239

FOREIGN FILINGS

NAME: LINDSAY PHILLIPS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 JAN 19 AM 8:16

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

IN COMPLIANCE WITH SECTION 608.50, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Lindsay Phillips, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 9/14/2010

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2 Ridgedale Avenue, Suite 340

Cedar Knolls, NJ 07927

(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:

Lindsay Phillips, Inc.

2 Ridgedale Avenue, Suite 340

Cedar Knolls, NJ 07927

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: _____

On-line retail sales of shoes and accessories and wholesaler of shoes and accessories

Jeffrey Davidson 1/17/2011
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Jeffrey Davidson

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:

Lindsay Phillips, LLC

If unavailable, the alternate to be used in the state of Florida is:

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, Florida Statutes.

Corporation Service Company

Jacqueline N. Casper, Assistant VP

By: Jacqueline N. Casper

(Signature)

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

LINDSAY PHILLIPS, INC.
2 Ridgedale Avenue
Suite 340
Cedar Knolls, NJ 07972

January 17, 2011

Florida Department of State
Division of Corporations
Registration Section
2661 Executive Center Drive
Tallahassee, FL 32301

Re: Consent by Lindsay Phillips, Inc. to use of same name by Lindsay Phillips, LLC

Dear Sir or Madam:

The undersigned officer, on behalf of Lindsay Phillips, Inc., a Florida corporation (the "Corporation") incorporated on June 21, 2004, does hereby represent that the Corporation gives consent to Lindsay Phillips, LLC, a Delaware limited liability company ("LLC"), to use the same name as the Corporation under which the LLC shall transact business in the State of Florida.

LINDSAY PHILLIPS, INC.

By: 

Name: Jeffrey Davidson

Title: President and Chief Executive Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LINDSAY PHILLIPS, 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 NINETEENTH DAY OF JANUARY, A.D. 2011.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LINDSAY PHILLIPS, LLC" WAS FORMED ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2010.

4871713 8300

110057216

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8503683

DATE: 01-19-11