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ACCOUNT NO. : 072100000032
 REFERENCE : 918762... 4301772
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 70.00

FILED
 00 DEC -7 PM 4:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 2000
 ORDER TIME : 9:32 AM
 ORDER NO. : 918762-010
 CUSTOMER NO: 4301772

200003490282--9

CUSTOMER: Mr. S. Pat Castellar
 Pavia & Harcourt
 600 Madison Avenue
 12th Floor
 New York, NY 10022

FOREIGN FILINGS

(5)

NAME: FENDI NORTH AMERICA, INC.

FILE SECOND

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
 00 DEC -7 AM 10:40
 DIVISION OF CORPORATION

nm 12/7

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. FENDI NORTH AMERICA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 13-3485176
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 5, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing.
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 720 Fifth Avenue, New York, New York 10022
(Principal office address)

(Current mailing address)

8. operation of retail store.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Corporation Service Company
Maria E. Garcia - Authorized Person - MARIA E. GARCIA
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

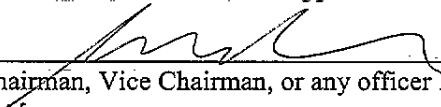
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George M. Pavia, Secretary
(Typed or printed name and capacity of person signing application)

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FENDI NORTH AMERICA, INC.
a New York Corporation

<u>Directors</u>	<u>Address</u>
Carla Fendi	720 Fifth Avenue, New York, New York 10022
Guido Formilli	720 Fifth Avenue, New York, New York 10022
Riccardo Stilli	720 Fifth Avenue, New York, New York 10022
Giacomo Santucci	720 Fifth Avenue, New York, New York 10022
Fred Wilson	720 Fifth Avenue, New York, New York 10022
Philip Corne	720 Fifth Avenue, New York, New York 10022

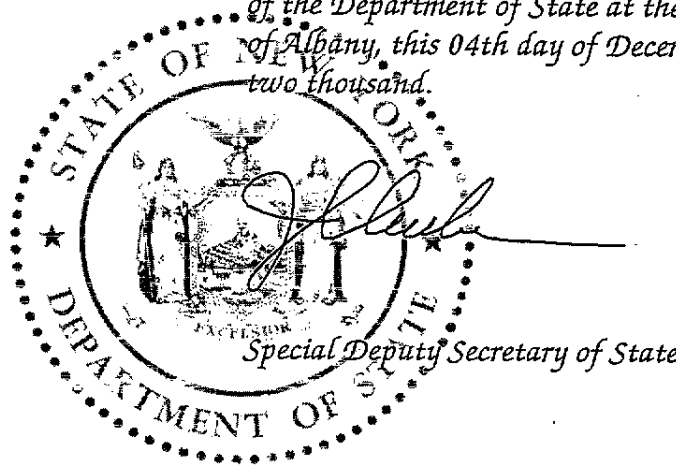
<u>Officers</u>	<u>Office</u>	<u>Address</u>
Carla Fendi	President	720 Fifth Avenue, New York, NY 10022
George M. Pavia	Secretary	600 Madison Avenue, New York, NY 10022
Alessandro Saracino	Assistant Secretary	600 Madison Avenue, New York, NY 10022

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of FENDI NORTH AMERICA, INC. was filed on 10/05/1988, under the name of FENDI STORES INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment FENDI STORES INC., changing its name to FENDI NORTH AMERICA, INC., was filed 12/01/2000.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of December
two thousand.



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