

Filing Fee: \$75.00

ID Number: 114616



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

RECEIVED
STATE
APR 10 10 10 AM '03

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Coach, Inc.
2. It is incorporated under the laws of Maryland
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on September 27, 2000, authorizing it to transact business in Rhode Island under the name of: Coach Leatherware Rhode Island, Inc.
4. The corporate name of the corporation has been changed to _____
(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No Change.")

FILED

APR 01 2003
By [Signature]
316680

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>250,000,000</u>	<u>COMMON</u>		<u>\$.01</u>
<u>25,000,000</u>	<u>PREFERRED</u>		<u>\$.01</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 338,936,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 499,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 147.225%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 858,180,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,344,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 273.136%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 2/2/03

Coach, Inc.
 Print Exact Name of Corporation Making Application

By Carol Sadler Senior VP
 President or Vice President (check one)

By Dale A. Ross
 Secretary or Assistant Secretary (check one)

STATE OF NEW YORK
 COUNTY OF NEW YORK

In NEW YORK, on this 21st day of February, 2003, personally appeared before me Carole P. Sadler & Daniel J. Ross who, being by me first duly sworn, declared that they are the V.P. & Assist. Secretary, respectively of the corporation and that they signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Joanna L. Ferrante
 Notary Public
 My Commission Expires: 9/24/05

JOANNA L. FERRANTE
 NOTARY PUBLIC, STATE OF NEW YORK
 01FE6064393
 QUALIFIED IN NEW YORK COUNTY
 COMMISSION EXPIRES ON 9/24/2005

Fee Calculations for Amended Certificate of Authority FOREIGN BUSINESS

CORP ID# _____

NAME OF CORPORATION Coach Inc.

CONTACT _____ Phone _____

ADDRESS _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

Total number of authorized shares currently of record: 150,000,000

Total number of authorized shares with increase: 275,000,000

Current Asset Assessment 0.00237487

LICENSE FEE \$593.72

FILING FEE \$75.00

TOTAL FEE \$668.72

Foreign Corporations Only

8(a) \$338,936,000.00
Estimate of all property wherever located

8(b) \$499,000.00
Estimate of all property within R.I.

9(a) \$858,180,000.00
Gross amount of business wherever located

9(b) \$2,344,000.00
Gross amount of business in R.I.

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible

Comments _____

3

COACH, INC.

ARTICLES OF AMENDMENT

2003 7 15

Coach, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") as currently in effect is hereby amended by deleting therefrom in its entirety existing Section 6.1 of Article VI, and inserting in lieu thereof, the following new Section 6.1 of Article VI:

Section 6.1 Authorized Shares. The Corporation has authority to issue 250,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and 25,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$2,750,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. The Board of Directors, without any action by the stockholders of the Corporation, may amend the charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue.

SECOND: The foregoing amendment to the Charter of the Corporation was duly approved by the Board of Directors of the Corporation, all in accordance with applicable sections of the Maryland General Corporation Law and the Charter and Bylaws of the Corporation. No approval by the stockholders of the Corporation is required by the Maryland General Corporation Law or the Charter and Bylaws of the Corporation.

THIRD: The total number of shares of stock which the Corporation had authority to issue immediately prior to this amendment was 150,000,000 shares, of which 125,000,000 shares were shares of Common Stock and 25,000,000 were shares of Preferred Stock. The aggregate par value of all shares of stock having par value was \$1,250,000.

FOURTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment is 275,000,000 shares, of which 250,000,000 shares are shares of Common Stock and 25,000,000 shares are shares of Preferred Stock. The aggregate par value of all authorized shares of stock having par value is \$2,750,000.

FIFTH: The undersigned Chief Executive Officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 3 page document on file in this office. DATED: 2/2/03

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Sherry A. Crute, Custodian

This stamp replaces our previous certification system. Effective: 6/95

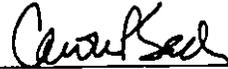
all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its Chief Executive Officer, and attested to by its Secretary, on this third day of May, 2002.

COACH, INC.

By:  (SEAL)
Lew Frankfort
Chief Executive Officer

Attest:

By: 
Carole P. Sadler
Secretary
