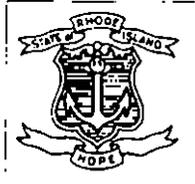


Filing Fee: \$75.00

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  
CORPORATIONS DIVISION  
APR 29 2002

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 29 2002  
By CEH 277190

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>125,000,000</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 \$ 194,092,916.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 413,543.
- (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 .2131%. [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 \$ 648,636,000.
- (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 \$ 1,686,454.
- (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 .26%. [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: April 24, 2002

Coach, Inc.  
 Print Exact Name of Corporation Making Application

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

By Daniel J. Ross <sup>AND</sup>  
 Secretary or  Assistant Secretary (check one)

STATE OF New York  
 COUNTY OF New York

In New York, on this 24<sup>th</sup> day of April, 2002, personally appeared before me Carol P. Sadler & Daniel J. Ross who, being by me first duly sworn, declared that he/she <sup>they</sup> are the Sr. Vice President & Assistant Secy of the corporation and that he/she 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: \_\_\_\_\_

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

3

COACH, INC.

ARTICLES OF AMENDMENT

00000000000000000000

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 125,000,000 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 \$1,500,000. 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 125,000,000 shares, of which 100,000,000 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 150,000,000 shares, of which 125,000,000 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 \$1,500,000.

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 DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *[Signature]* Custodian

Effective: 6/95

This stamp replaces our previous certification system.

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 5/29/95



**EXPEDITED SERVICE**

DOCUMENT CODE 09 BUSINESS CODE \_\_\_\_\_

DATE: 05-04-2001 12:18 PM  
AMT. PAID: 1698.00

D058 208 99

Class \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

ID # 005820399 ACK # 1000329211000000  
LIBER 800252 FOLIO 0365 PAGES 0003  
COACH INC

05 04 2001 AT 2 51 P M # 000044745

**FEES REMITTED**

Base Fee: 20

Org. & Cap. Fee: \_\_\_\_\_

Expedite Fee: 70

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

1 Certified Copies: \_\_\_\_\_

Copy Fee: 0

Certificates: \_\_\_\_\_

Certificate Fee: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 90

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

APPROVED BY: [Signature]

KEYED BY: [Signature]

COMMENT(S): \_\_\_\_\_

**CERTIFIED**

(New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s) \_\_\_\_\_

CODE 193

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

# Fee Calculations for Amended Certificate of Authority FOREIGN BUSINESS

CORP ID# \_\_\_\_\_

NAME OF CORPORATION \_\_\_\_\_

CONTACT \_\_\_\_\_ Phone \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP \_\_\_\_\_

Total number of authorized shares currently of record: \_\_\_\_\_ 125,000,000

Total number of authorized shares with increase: \_\_\_\_\_ 150,000,000

Current Asset Assessment 0.00249190

**Foreign Corporations Only**

LICENSE FEE \_\_\_\_\_ \$124.60

FILING FEE \_\_\_\_\_ \$75.00

TOTAL FEE \_\_\_\_\_ \$199.60

8(a) \_\_\_\_\_ \$194,092,916.00  
*Estimate of all property wherever located*

8(b) \_\_\_\_\_ \$413,543.00  
*Estimate of all property within R.I.*

9(a) \_\_\_\_\_ \$648,636,000.00  
*Gross amount of business wherever located*

9(b) \_\_\_\_\_ \$1,686,454.00  
*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

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