

Filing Fee: \$150.00
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ID Number: 114666

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 CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Coach, Inc. ^{NW}
- It is incorporated under the laws of Maryland
- The name, if different, which it elects to use in Rhode Island is:
 - 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:

 - 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:
COACH LEATHERWARE RHODE ISLAND, INC. ^{INC.}
- The date of its incorporation is June 1, 2000 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is c/o Ballard Spahr Andrews & Ingersoll LLP / 300 E. Lomard St. / Baltimore, MD 21202
- The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island
(City/Town) (Zip Code)
at that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To design, produce and market accessories.
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	_____
Director	<u>Exhibit A</u>	_____
President	_____	_____
Vice President	<u>Mr. [unclear]</u>	_____
Treasurer	_____	_____
Secretary	<u>[unclear]</u>	_____

FILED
SEP 27 2000
BY [Signature]
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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000,000	Common		\$.01
25,000,000	Preferred		\$.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common		\$.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 85,127,189.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 517,131.

(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 0.607%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 480,976,000.

(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 \$ 1,320,000.

(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 0.274% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: August 14, 2000

COACH, INC.

Print Exact Name of Corporation Making Application

By [Signature] Senior VP
 President or Vice President (check one)

By [Signature] AND
 Secretary or Assistant Secretary (check one)

STATE OF New York
 COUNTY OF New York

In Richard Randall and Carol Sadler on this 14th day of AUGUST, 2000, personally appeared before me Richard Randall and Carol Sadler who, being by me first duly sworn, declared that he/she is the Senior Vice President and Sr. VP Secretary 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.

ELIZABETH A. WALTER
 Notary Public of New York
 No. 01HA5087779
 Qualified in New York County
 Commission Expires Oct. 28, 2000

Elizabeth A. Walter
 Notary Public
 My Commission Expires: October 28, 2000

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

EXHIBIT A

Officers

Lew Frankfort, Chairman and Chief Executive Officer	516 W. 34th St. New York, NY 10001
Keith Monda Executive Vice President and Chief Operating Officer	516 W. 34th St. New York, NY 10001
David DeMattei President, Retail Division	516 W. 34th St. New York, NY 10001
Reed Krakoff President, Executive Creative Director	516 W. 34th St. New York, NY 10001
Richard Randall Senior Vice President, Chief Financial Officer and Treasurer	516 W. 34th St. New York, NY 10001
Carole Sadler Senior Vice President, General Counsel and Secretary	516 W. 34th St. New York, NY 10001
Felice Schulaner Senior Vice President, Human Re- sources	516 W. 34th St. New York, NY 10001

Directors

Lew Frankfort	516 W. 34th St. New York, NY 10001
Keith Monda	516 W. 34th St. New York, NY 10001
Gary Grom	Three First National Plaza 70 West Madison Chicago, IL 60602
Richard Oberdorf	Three First National Plaza 70 West Madison Chicago, IL 60602

SEARCHED
SERIALIZED
INDEXED
FILED
OCT 10 1988
FBI - NEW YORK

Carole P. Sadler, Senior Vice President and Secretary, of Coach, Inc., a corporation duly organized under the laws of the state of Maryland, does hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of said corporation consent on the 12th day of September 2000.

FURTHER RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Rhode Island, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Rhode Island, the Corporation hereby adopts the assumed name "Coach Leatherware Rhode Island, Inc." for use in transacting business in the State of Rhode Island; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all documents to be prepared, executed and filed so that the Corporation may qualify to transact business as a foreign corporation under the assumed name "Coach Leatherware Rhode Island, Inc."



Carole P. Sadler
Carole P. Sadler, Senior Vice President
and Secretary