

F99000005/59

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CUTLER + BUCK, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MICHAEL GATS 500003004885--9
-10/04/99-01136-006
*****78.75 *****78.75
(Name of Person)

CUTLER + BUCK
(Firm/Company)

2701 1ST AVE., #500
(Address)

SEATTLE, WA 98121
(City/State/Zip)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

MICHAEL GATS at (206) 622-4191
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

*CB
10-11-99*

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.

1. CUTLER + BUCK 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. WASHINGTON 3. 91-1474587
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 1990 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOVEMBER 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2701 125 AVE., #500
SEATTLE, WA 98121
(Current mailing address)

8. DESIGN WHOLESALE AND RETAIL SALES OF APPAREL
(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: CT CORP. SYSTEM

Office Address: 1200 S. PINE ISLAND RD.

PLANTATION, Florida, 33324
(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.

ATTACHED

(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable) - ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) - ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

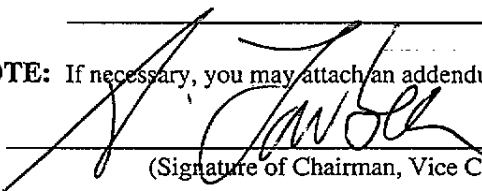
Address: _____

Treasurer: _____

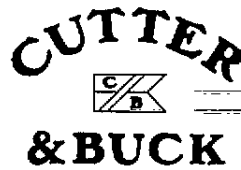
Address: _____

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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. STEPHEN LOWBER, CFO
(Typed or printed name and capacity of person signing application)



Directors and Officers

Directors

<u>Name</u>	<u>Business Address</u>
Harvey N. Jones	2701 First Ave, Seattle, WA 98121
Frances M. Conley	2701 First Ave, Seattle, WA 98121
Larry C. Mounger	2701 First Ave, Seattle, WA 98121
Michael S. Brownfield	2701 First Ave, Seattle, WA 98121
James C. Towne	2701 First Ave, Seattle, WA 98121
Martin J. Marks	2701 First Ave, Seattle, WA 98121

Officers

<u>Name</u>	<u>Business Address</u>
Harvey N. Jones, CEO	2701 First Ave, Seattle, WA 98121
Martin J. Marks, President	2701 First Ave, Seattle, WA 98121
Jim C. McGehee, VP Sales	2701 First Ave, Seattle, WA 98121
Patricia A. Nugent, VP Merchandise & Design	2701 First Ave, Seattle, WA 98121
Jon P. Runkel, VP Production	2701 First Ave, Seattle, WA 98121
Philip C. Davis, VP Operations	2701 First Ave, Seattle, WA 98121
Philip B. Jones, VP International	2701 First Ave, Seattle, WA 98121
Stephen S. Lowber, CFO	2701 First Ave, Seattle, WA 98121
Jeffrey S. Buchman, VP Marketing and Communication	2701 First Ave, Seattle, WA 98121
John W. Leech, CIO	2701 First Ave, Seattle, WA 98121

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FLORIDA

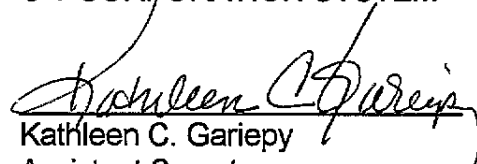
CONSENT TO SERVE AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent hereby agrees to act in this capacity for the following corporation:

Cutter & Buck Inc.

C T CORPORATION SYSTEM

Date: August 26, 1999


Kathleen C. Gariepy
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its Seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
CUTTER & BUCK INC.

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TALLAHASSEE, FLORIDA

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on January 5, 1990.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: September 1, 1999

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

S. G. 
Ralph Munro, Secretary of State