



F0000 0004247

ACCOUNT NO. : 072100000032

REFERENCE : 775506 133937A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : July 25, 2000

ORDER TIME : 11:10 AM

ORDER NO. : 775506-170

CUSTOMER NO: 133937A

200003337962--7

CUSTOMER: Mr. Jim Hardt
American Eagle Outfitters, Inc
150 Thornhill Drive

Warrendale, PA 15095

FOREIGN FILINGS

NAME: AE OUTFITTERS RETAIL CO. *(S)*

00 JUL 27 PM 1:33
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

JW
7/27

00 JUL 27 PM 12:06
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

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.

00 JUL 27 PM 1:33
DIVISION OF CORPORATIONS
STATE OF FLORIDA

- 1. AE OUTFITTERS RETAIL CO.
(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. Delaware 3. 25-1864674
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. June 07, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. c/o AE Outfitters Retail Co. #320, 2063 Saint Louis Galleria
St. Louis, MO 63117
(Current mailing address)
- 8. Retail Sales To engage in any act or activity for which corporations may be organized.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
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.

C T Corporation System
By: K.A.S. Kevin A. Sebania
(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)

00 JUL 27 PM 1:33
DIVISION OF LABOR RELATIONS
STATE OF MISSISSIPPI

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

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

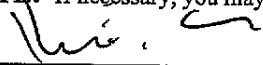
Secretary: _____

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. DALE E. CLIFTON, Vice President
(Typed or printed name and capacity of person signing application)

AE Outfitters Retail Co.

Directors/Officers Rider

FILED
STATE DEPT OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 PM 1:33

Directors

Director	George Kolber	150 Thorn Hill Drive	Warrendale, PA 15086-7528
Director	Roger S. Markfield	150 Thorn Hill Drive	Warrendale, PA 15086-7528

Officers

Exec. Vice President	Laura A. Weil	150 Thorn Hill Drive	Warrendale, PA 15086-7528
Vice President	Dale E. Clifton	150 Thorn Hill Drive	Warrendale, PA 15086-7528
Vice President	Jeff Smith	150 Thorn Hill Drive	Warrendale, PA 15086-7528
Treasurer	William P. Tait	150 Thorn Hill Drive	Warrendale, PA 15086-7528
Secretary	Neil Bulman, Jr.	150 Thorn Hill Drive	Warrendale, PA 15086-7528

State of Delaware
Office of the Secretary of State

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00 JUL 27 PM 1:33
DIVISION OF CORPORATIONS
FILED STATISTICS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AE OUTFITTERS RETAIL CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0579965

DATE: 07-25-00