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Florida Department of State
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To: Division of Corporations
 Fax Number : (850)617-6381

From: Account Name : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850)521-1000
 Fax Number : (850)558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FOREIGN PROFIT/NONPROFIT CORPORATION
 COTTON ON USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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 TALLAHASSEE, FLORIDA

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 J. Shivers AUG 05 2010

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. COTTON ON USA INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
- 2. DELAWARE 3. 27-0788480
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. MARCH 25, 2009 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
- 7. 14 SHEPHERD COURT, NORTH GEELONG, VICTORIA, 3215 AUSTRALIA
(Principal office address)
CRYSTAL FONTE, COTTON ON USA INC, 623 EAST ARTESIA BLVD., CARSON, CA 90746
(Current mailing address)

8. To engage in any lawful act or activity under Florida law including, but not limited to, retail fashion.
(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 NOT acceptable)

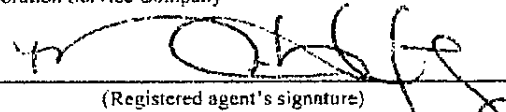
Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By:  **Matthew Young**
(Registered agent's signature) **Asst. V. Pres.**

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: NIGEL AUSTIN

Address: 14 SHEPHERD COURT, NORTH GEELONG, VICTORIA, 3215 AUSTRALIA

Director: ASHLEY JAMES HARDWICK

Address: 14 SHEPHERD COURT, NORTH GEELONG, VICTORIA, 3215 AUSTRALIA

B. OFFICERS

President: NIGEL AUSTIN

Address: 14 SHEPHERD COURT, NORTH GEELONG, VICTORIA, 3215 AUSTRALIA

Vice President: _____

Address: _____

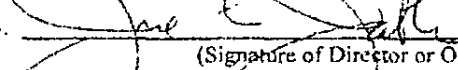
Secretary: ASHLEY JAMES HARDWICK

Address: 14 SHEPHERD COURT, NORTH GEELONG, VICTORIA, 3215 AUSTRALIA

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. JANE E. JABLONS, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO SECTION 12.B

Assistant Secretary: JANE E. JABLONS
Address: KELLEY DRYE & WARREN LLP
101 PARK AVENUE, NY, NY 10178

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TALLAHASSEE FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COTTON ON USA INC." 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 THIRD DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COTTON ON USA INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

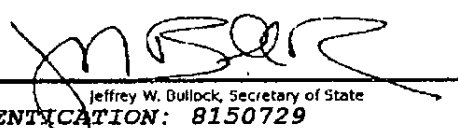
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8150729

DATE: 08-03-10