

1201 HAYS STREET
TALLAHASSEE, FL 32301

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JAN 4 PH 12:17
DIVISION OF CORPORATION

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SECRETARY OF STATE
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96 JAN -4 PM 2:39

ACCOUNT NO. : 072100000032
REFERENCE : 777663 - 4301769
AUTHORIZATION : Patricia Fyfe
COST LIMIT : \$ 1,785.00

ORDER DATE : December 20, 1995

ORDER TIME : 11:43 AM

ORDER NO. : 777663

FILE
2nd

100001678691

CUSTOMER NO: 4301769

CUSTOMER: Kenneth Klein, Esq
Semel & Patrusky
100 Jericho Quadrangle
Jericho, NY 11753

FOREIGN FILINGS

NAME: AMERICAN RETAIL ENTERPRISES,
L.P.

XXX PROFIT
 NON-PROFIT

 CORPORATE
XXX LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

MK

1/4/96

CONTACT PERSON: HARRY DAVIS

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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1. American Retail Enterprises, L.P.
(Name of limited partnership as it is in the home state)
2. American Retail Enterprises, Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. New York 4. November 2, 1995
(State of Formation) (Date of Formation)
5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street,
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
7. **Acceptance by the Registered Agent for Service of Process.**
The Prentice-Hall Corporation System, Inc.
By: Vali Schreiber Asst. V.P.
(Agent must sign on this line)
8. 500 Central Avenue, Albany, N.Y. 12206
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. **NAMES OF GENERAL PARTNERS** **STREET ADDRESS**

<u>Landmark Pants Corp.</u>	<u>F46000000089</u>	<u>1620 Grand Avenue, Baldwin, New York 11510</u>
<u>The Pants Set, Inc.</u>	<u>852770</u>	<u>1620 Grand Avenue, Baldwin, New York 11510</u>
10. 1620 Grand Avenue, Baldwin, New York 11510
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12. 1620 Grand Avenue
Baldwin, New York 11510

(Mailing Address of Limited Partnership)

Under penalties of perjury ^{the undersigned} ^{they} being duly sworn, declare that ^{they} have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

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95 JAN 11 PM 2:38

This day of 30th, December, 19 95

General Partner
LANDMARK PANTS CORP.

By: Ronald Lubel
RONALD LUBEL, President

General Partner
THE PANTS SET, INC.

By: William R. Siegel
WILLIAM R. SIEGEL, President

STATE OF NEW YORK

COUNTY OF NASSAU

On this 30th day of December, 19 95, William R. Siegel and Ronald Lubel

personally appeared before me,

☒ who ^{are} personally known to me

☐ whose identity I proved on the basis of _____

Martin I. Semel
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: _____

MARTIN I SEMEL
Notary Public, State of New York
No. 30 8918170
Qualified in Nassau County
Commission Expires July 31, 1996

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Landmark Pants Corp. and The Pants Set, Inc.,
the general partners of American Retail Enterprises, (An) P., a _____ limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$8,500,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 340,000.

Under the penalties of perjury ^{the undersigned} ~~I~~ ^{they} being duly sworn, declare that ~~I~~ ^{they} have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 20th day of December, 19 95.

General Partner

LANDMARK PANTS CORP.

By: Ronald Lubel
RONALD LUBEL, President

General Partner

THE PANTS SET, INC.

By: William R. Siegel
WILLIAM R. SIEGEL, President

STATE OF New York

COUNTY OF Nassau

On this 20th day of December, 19 95, William R. Siegel and Ronald Lubel

personally appeared before me, ☒ who ^{are} personally known to me

☐ whose identity I proved on the basis of _____

Martin I. Semel
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: _____

MARTIN I. SEMEL
Notary Public, State of New York
No. 30-8918170
Qualified in Nassau County
Commission Expires July 31, 1996

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DIVISION OF CORPORATIONS
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American Retail Enterprises, L.P.

B960000000007

1620 GRAND AVENUE
BALDWIN, NY 11510
Tel: 516-867-6200
Fax: 516-867-6278

September 25, 1997

FLORIDA DEPT. OF STATE
Tallahassee, FL 32314

Gentlemen:

Enclosed is a certificate of cancellation for American Retail Enterprises, L.P., a foreign limited partnership.

Please contact Arthur Feldman at 1620 Grand Ave., Baldwin, NY 11510 (516-867-6200) for further information.

Please mail acknowledgement to Mr. Feldman.

Very truly yours,

William R. Siegel

William R. Siegel
President
THE PANTS SET, INC.
General Partner

Enc.

WRS/jtd

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*****52.50 *****52.50

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Name	<i>WRS</i>
Availability	<i>WRS</i>
Document Examiner	<i>WRS</i>
Updater	<i>WRS</i>
Updater Verifier	<i>WRS</i>
Acknowledgement	<i>WRS</i>
W. P. Verifier	<i>WRS</i>

CERTIFICATE OF CANCELLATION
FOR

AMERICAN RETAIL ENTERPRISES, L.P.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.

STATE OF NEW YORK

COUNTY OF MASSACHUSETTS

On this 18 day of SEPT, 1997,
personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

William L. Fagel

JOANNE TOKER DENICOLA
Notary Public, State of New York
No. 41-4881481
Qualified in Queens County
Commission Expires May 14, 1999

Joanne Toker Denicola
Notary Public Signature

Notary's Printed Name

Seal

My Commission Expires: _____

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97 OCT -9 PM 12:20