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December 23, 1999

VIA OVERNIGHT UPS

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee FL 32399

MJH

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-12/27/99--01080--001
*****70.00 *****70.00

RE: OshKosh B'Gosh Retail, Inc.

Dear Sir/Madam:

Enclosed for filing are the following documents submitted on behalf of the above corporation:

1. Original and one photocopy of Application for Certificate of Authority.
2. Certificate of Status issued by the Delaware Secretary of State.
3. Our check in the amount \$70 in payment of your filing fees.

Please return the original Certificate of Authority to me. A postpaid envelope is provided for your convenience.

Very truly yours,

Susan Lapinski

Susan T. Lapinski
Legal Assistant

Enclosures
720010.21515

cc: Steven R. Duback, Esq. (w/encl)

99 DEC 27 PM 2:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. OshKosh B'Gosh Retail, 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. Delaware
(State or country under the law of which it is incorporated)
3. 39-1979427
(FEI number, if applicable)
4. 12/14/99
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 300, Oshkosh, WI 54903-0300
(Current mailing address)
8. retail sale of clothing and related items
(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: Francis P. Regan

(Registered agent's signature)

Francis P. Regan, Assistant Secretary

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)

99 DEC 27 PM 2:46

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

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. Steven R. Duback
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven R. Duback, Secretary
(Typed or printed name and capacity of person signing application)

OSHKOSH B'GOSH RETAIL, INC.

LIST OF OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Michael D. Wachtel	CEO, President and Director	112 Otter Avenue Oshkosh WI 54901
Paul Lowry	Vice President - Retail	112 Otter Avenue Oshkosh WI 54901
David L. Omachinski	Vice President, CFO, Treasurer, Assistant Secretary and Director	112 Otter Avenue Oshkosh WI 54901
Steven R. Duback	Secretary	411 East Wisconsin Avenue Milwaukee WI 53202
Douglas W. Hyde	Director	112 Otter Avenue Oshkosh WI 54901

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSHKOSH B'GOSH RETAIL, 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 TWENTIETH DAY OF DECEMBER, A.D. 1999.

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

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12-20-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: