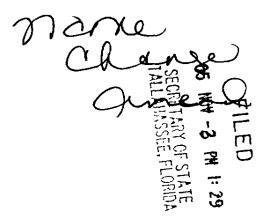
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13/05



ION SERVICE COMPANY.	ACCOUNT NO.	: 072100000032						
	REFERENCE	: 683272 4304990						
	AUTHORIZATION	atricia topita						
	COST LIMIT							
ORDER DATE :	November 1, 2005							
ORDER TIME :	10:56 AM							
ORDER NO. :	683272-025							
CUSTOMER NO: 4304990								
<u>FOREIGN FILINGS</u>								
NAME: OSHKOSH B'GOSH RETAIL, INC.								
XX PROFIT		XX CORPORATE						
XXXX AMENDMENT								
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:								
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING								
CONTACT PERSON: Troy Todd EYT# 2940								

EXAMINER:

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FEORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

	F0000000014	
	(Document number of corporat	ion (if known))
OshKosh B'Gosh Retail,	Inc.	
(Name of corporation as it appears on the reco	rds of the Department of State)
2. Delaware	ed under laws of)	ecember 27, 1999 (Date authorized to do business in Florida)
tincorporas	ed unider laws of)	(Date authorized to do business in Florida)
	SECTION I (4-7 COMPLETE ONLY THE APP)	
4. If the amendment changes	the name of the corporation, when wa	s the change effected under the laws of
its jurisdiction of incorpor	ation? October 5, 2005	
(Name of corporation afte appropriate abbreviation	r the amendment, adding suffix "corportion if not contained in new name of the c	oration," "company," or "incorporated," or or orporation)
(If new name is unavailable business in Florida)	e in Florida, enter alternate corporate	name adopted for the purpose of transacting
6. If the amendment changes	the period of duration, indicate new p	period of duration.
	(New duration)
7. If the amendment changes	the jurisdiction of incorporation, indi	cate new jurisdiction.
	(New jurisdiction	on)
Belador	M Giller	October 24 2005
(Signature of a director of a receiver or other of	, president of other officer - if in the hands ourt appointed fiduciary, by that fiduciary)	(Date)
Brendan M Gibbon		VP and Secretary
(Typed	or printed name of person signing)	(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OSHKOSH B'GOSH RETAIL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CARTER'S RETAIL, INC.", THE FIFTH DAY OF OCTOBER, A.D. 2005, AT 6:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

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.



3141844 8320

050892870

Darriet Smith Hindson
Harrier Smith Windson Secretary of States 477

DATE: 11-01-05