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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

LOEHMANN'S OPERATING CO.

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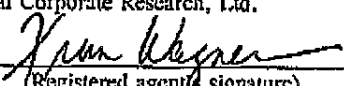
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. LOEIMANN'S OPERATING 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. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. September 19, 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. 2500 Halsey Street, Bronx, New York 10461
(Current mailing address)
8. Retail Business
(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: National Corporate Research, Ltd., Inc.
Office Address: 1406 Hays Street, Suite #2
Tallahassee, Florida, 32301
(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. NRAI Services, Inc.

National Corporate Research, Ltd.


(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Glass, President

(Typed or printed name and capacity of person signing application)

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<u>Directors</u>	<u>Title</u>	<u>Address</u>
Robert Friedman	Chairman	2500 Halsey Street, Bronx, NY 10461
Robert Glass		2500 Halsey Street, Bronx, NY 10461
William J. Fox		2500 Halsey Street, Bronx, NY 10461
Carol Grier		2500 Halsey Street, Bronx, NY 10461
Cory Lipoff		2500 Halsey Street, Bronx, NY 10461
Erwin Marks		2500 Halsey Street, Bronx, NY 10461
Joseph Nusim		2500 Halsey Street, Bronx, NY 10461

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Robert Friedman	Chief Executive Officer	2500 Halsey Street, Bronx, NY 10461
Robert Glass	Chief Operating Officer and President	2500 Halsey Street, Bronx, NY 10461
Richard Moretta	Assistant Treasurer, Controller and Vice President	2500 Halsey Street, Bronx, NY 10461

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TALLAHASSEE FLORIDA

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOEHMANN'S OPERATING 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-FOURTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOEHMANN'S OPERATING CO." WAS INCORPORATED ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 2000.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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

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AUTHENTICATION: 0752368

DATE: 10-24-00