

F030000004816

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

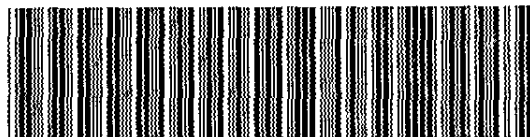
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 229515 5030655
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 87.50

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ORDER DATE : September 4, 2003

ORDER TIME : 10:18 AM

ORDER NO. : 229515-005

CUSTOMER NO: 5030655

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Denver, CO 80202

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FOREIGN FILINGS

NAME: CARTER CORP. CANADA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 19, 2003

KURT PLENDER *Susie Knight*
CORPORATION SERVICE COMPANY
1560 BROADWAY, SUITE 2090
DENVER, CO 80202 *Tallahassee, FL*

SUBJECT: CARTER CORP. CANADA
Ref. Number: W03000026941

03 SEP 26 PM 11:11
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TALLAHASSEE, FLORIDA

We have received your document for CARTER CORP. CANADA, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The registered agent must sign accepting the designation.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 603A00052015

**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. Carter Corp. Canada

(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. _____

(FEI number, if applicable)

4. August 27, 2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1344 Spruce St., Winnipeg, MB, Canada

(Principal office address)

1344 Spruce St., Winnipeg, MB, Canada

(Current mailing address)

8. Holding Company and Management Services

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

Corporation Service Company

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jonathan Gershman

Address: 1344 Spruce St., Winnipeg, MB, Canada

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SEATTLE
FALLANDER
FLORIDA

B. OFFICERS

President: Jonathan Gershman

Address: 1344 Spruce St., Winnipeg, MB, Canada

Vice President: _____

Address: _____

Secretary: Jonathan Gershman

Address: 1344 Spruce St., Winnipeg, MB, Canada

Treasurer: _____

Address: _____

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

13. _____

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

14. Jonathan Gershman, President and Secretary

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

Delaware

PAGE 1

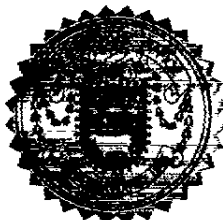
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARTER CORP. CANADA" 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 FOURTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARTER CORP. CANADA" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2003.

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

FILED
SEP 26 14 11
DELAWARE
HALLAMSBILL, DELOA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3697376 8300

AUTHENTICATION: 2615409

030571385

DATE: 09-04-03