

F04000004259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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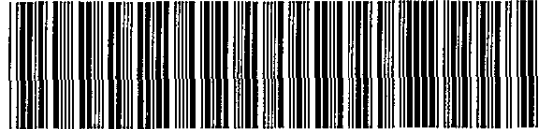
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 812768 7135847

AUTHORIZATION

COST LIMIT : \$ 1220.00

Patricia Pigato

FILED
04 JUL 26 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2004

ORDER TIME : 11:49 AM

ORDER NO. : 812768-060

CUSTOMER NO: 7135847

CUSTOMER: Ms. Stacy Wood
The Wet Seal, Inc.
26972 Burbank

Foothill Ranch, CA 92610

FOREIGN FILINGS

NAME: WET SEAL GC, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

**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

FILED
04 JUN 26 PM 4:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. WET SEAL GC, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Virginia

(State or country under the law of which it is incorporated)

3. 65-1211356

(FEI number, if applicable)

4. December 31, 2003

(Date of incorporation)

5. Perpetual

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

6. December 31, 2003

(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.)

26972 Burbank

7. Foothill Ranch, CA 92610

(Principal office address)

26972 Burbank, Foothill Ranch, CA 92610

(Current mailing address)

See Attached Rider 1

8. _____

(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

By: Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

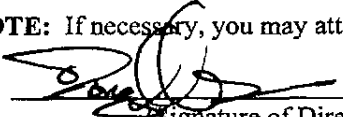
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Doug Felderman, Secretary
(Typed or printed name and capacity of person signing application)

RIDER 1

FL-Application by Foreign Corporation for Authorization

WET SEAL GC, INC.

To manage the sale or other distribution of gift cards, gift certificates, merchandise credits, and other documents that are redeemable for merchandise, products, goods, and services at any of the corporation's retail stores. To engage in any act or activity for which corporations may be organized.

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

WET SEAL GC, INC.

List of Officers

Name: Joe Deckop **Title:** President
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

Name: Doug Felderman **Title:** Secretary
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

Name: Peter Whitford **Title:** CEO
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

Name: Irving Teitelbaum **Title:** Chairman of the Board
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

List of Directors

Name: Peter Whitford **Term:** Dec 31, 2099
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

Name: Doug Felderman **Term:** Dec 31, 2099
Bus. Addr.: 26972 Burbank , Foothill Ranch, CA 92610

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

WET SEAL GC, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 31, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 21, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission