

F040000006442

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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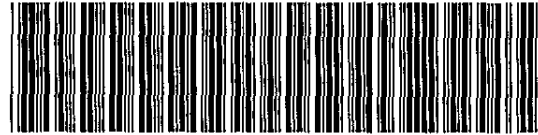
(Business Entity Name)

(Document Number)

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FILED

04 DEC 17 AM 11:24

SECRETARY OF STATE  
TALLAHASSEE, FL 32399

RECEIVED

04 DEC 17 AM 10:53

DIVISION OF REGISTRATION

EFFECTIVE DATE  
01-01-05

*Merger*

• Conditions

DEC 17 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 086752 4301677

AUTHORIZATION :

COST LIMIT : \$ 315.00

-----  
ORDER DATE : December 15, 2004

ORDER TIME : 9:15 AM

ORDER NO. : 086752-035

CUSTOMER NO: 4301677

CUSTOMER: Ms. Maria Segui  
Morrison Cohen Llp  
27th Floor  
909 Third Avenue  
New York, NY 10022-4731  
-----

ARTICLES OF MERGER

NAUTICA OF DESTIN, INC.

INTO

NAUTICA RETAIL USA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

OF

NAUTICA OF DESTIN, INC.  
NAUTICA RETAIL OF FLORIDA, INC.  
NAUTICA OF VERO BEACH, INC.  
NAUTICA OF ELLENTON, INC.  
NAUTICA OF NAPLES, INC.  
NAUTICA OF ORLANDO, INC.  
NAUTICA OF SUNRISE, INC.  
NAUTICA II OF ORLANDO, INC.

AND

NAUTICA RETAIL USA, INC.

FILED  
04 DEC 17 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging each of

NAUTICA OF DESTIN, INC.  
NAUTICA RETAIL OF FLORIDA, INC.  
NAUTICA OF VERO BEACH, INC.  
NAUTICA OF ELLENTON, INC.  
NAUTICA OF NAPLES, INC.  
NAUTICA OF ORLANDO, INC.  
NAUTICA OF SUNRISE, INC.  
NAUTICA II OF ORLANDO, INC.

EFFECTIVE DATE  
01-01-05

(together referred to as the "Subsidiary Corporations") with and into Nautica Retail USA, Inc. as approved by the Board of Directors and shareholder holding all of the shares entitled to vote of each of the Subsidiary Corporations as follows:

NAUTICA OF DESTIN, INC. on 11/30, 2004  
NAUTICA RETAIL OF FLORIDA, INC. on November 30, 2004  
NAUTICA OF VERO BEACH, INC. on 11/30, 2004  
NAUTICA OF ELLENTON, INC. on 11/30, 2004  
NAUTICA OF NAPLES, INC. on 11/30, 2004

NAUTICA OF ORLANDO, INC. on 11/30, 2004  
NAUTICA OF SUNRISE, INC. on 11/30, 2004  
NAUTICA II OF ORLANDO, INC. on 11/30, 2004

and adopted by the Board of Directors and shareholder holding all the shares entitled to vote of Nautica Retail USA, Inc. on November 30, 2004.

2. The merger of each of the Subsidiary Corporations with and into Nautica Retail USA, Inc. is permitted by the laws of the jurisdiction of organization of Nautica Retail USA, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger was November 30, 2004.

3. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on January 1, 2005.

Executed on November 30 2004

NAUTICA RETAIL USA, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA OF DESTIN, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA RETAIL OF FLORIDA, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA OF VERO BEACH, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA OF ELLENTON, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary


NAUTICA NAPLES, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary


NAUTICA OF ORLANDO, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA OF SUNRISE, INC.

By:   
Name: Lisa Whitney  
Capacity: Secretary

NAUTICA II OF ORLANDO, INC.

By:   
Name: Lisa Whitney  
Capacity: Secretary

**EXHIBIT A**

**Plan of Merger**

See attached.

**NAUTICA RETAIL USA, INC.**

---

**Unanimous Written Joint Consent of Directors and Sole Stockholder  
in Lieu of Special Meeting**

---

Pursuant to Sections 141(f) and 228(a) of the General Corporation Law of Delaware, the undersigned, being all of the directors and the sole stockholder of Nautica Retail USA, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions with the same force and effect as if such resolutions had been duly adopted at a duly constituted meeting of the directors of the Corporation:

**WHEREAS**, the Corporation is considering entering into a Plan of Merger (the "Plan of Merger"), with each of the wholly-owned subsidiaries listed on Annex A attached hereto (each a "Subsidiary Corporation" and collectively, the "Subsidiary Corporations") whereby, among other things:

1. Each Subsidiary Corporation will merge with and into the Corporation as of 11:59 pm on January 1, 2005 (the "Merger");
2. Following the Merger, the separate corporate existence of the Subsidiary Corporations will cease and the Corporation will continue as the surviving corporation;
3. Each share of Common Stock, \$.01 par value, of the each of the Subsidiary Corporations (collectively, the "Subsidiary Common Stock"), outstanding immediately prior to the Merger shall be automatically canceled and extinguished without any exchange thereof;

**WHEREAS**, each of the directors and the sole stockholder of the Corporation has reviewed a copy of the Plan of Merger;

**NOW, THEREFORE**, it is hereby

**RESOLVED**, that the terms and provisions of the Plan of Merger be, and they hereby are, ratified and approved in all respects and the performance of the obligations of the Corporation under the Plan of Merger and each other certificate, document, writing or instrument contemplated to be executed and delivered pursuant to or in connection with the Plan of Merger be, and the same hereby are, in all respects ratified, approved, authorized and adopted; and it is further

**RESOLVED**, that the Merger and the other transactions contemplated by the Plan of Merger are in all respects approved, authorized, ratified and adopted; and further

**RESOLVED**, that the directors of the Corporation have determined that the Plan of Merger and the Merger are advisable and fair to, and in the best interests of, the Corporation and its stockholders; and further

**RESOLVED**, that the Board of Directors of the Corporation hereby recommends the approval of the Plan of Merger and the Merger, after full disclosure of all potential director conflicts, by the sole stockholder of the Corporation; and further

**RESOLVED**, that the Merger and the other transactions contemplated by the Plan of Merger are in all respects approved, authorized, ratified and adopted by the sole stockholder; and further

**RESOLVED**, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation (each an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver any and all other documents, agreements, certificates and other writings contemplated to be executed and delivered pursuant to or in connection with the Plan of Merger; and further

**RESOLVED**, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation and under its corporate seal or otherwise, to execute, deliver and, as appropriate, file such other instruments and documents, and to take such further action as may be necessary or convenient to implement the terms of the foregoing resolutions and of the Plan of Merger, the execution and delivery of such other instruments and documents and the taking of such further action to be conclusive evidence of the authority therefor from the Corporation; and further

**RESOLVED**, that any acts taken by any of the Authorized Officers of the Corporation, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby ratified, confirmed, approved and adopted by the Corporation as the acts of the Corporation.


This unanimous consent may be executed in any number of counterparts and in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same unanimous consent. Facsimile transmissions of executed signatures to this unanimous consent shall be deemed to be the same as an executed original.

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IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Joint Consent of Directors and Sole stockholder as of November 30 2004.

**DIRECTORS**

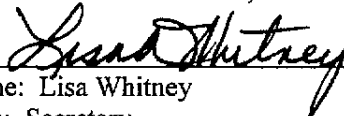
  
Eric C. Wiseman

  
Robert A. Cordaro

  
Candace S. Cummings

**SOLE STOCKHOLDER**

NAUTICA RETAIL USA, INC.

By:   
Name: Lisa Whitney  
Title: Secretary

## PLAN OF MERGER

PLAN OF MERGER dated as of November 20, 2004 (the "*Plan of Merger*") by and among Nautica Retail USA, Inc., a corporation organized under the laws of the State of Delaware ("*Nautica Retail*"), and each of the wholly-owned subsidiaries listed on Schedule A attached hereto (each a "*Subsidiary Corporation*" and collectively, the "*Subsidiary Corporations*").

FIRST: Each Subsidiary Corporation, a corporation organized under the laws of the state that appears opposite its name on Schedule A attached hereto, shall merge with and into Nautica Retail (the "*Merger*"), and Nautica Retail shall assume the liabilities and obligations of each of the Subsidiary Corporations.

SECOND: The Merger shall be effective at 11:59 p.m. on January 1, 2005 (the "*Effective Time*").

THIRD: The separate existence of each of the Subsidiary Corporations shall cease at the Effective Time, pursuant to the laws of the jurisdiction of each Subsidiary Corporation and Nautica Retail shall continue its existence as the surviving corporation (the "*Surviving Corporation*") pursuant to the laws of the state of Delaware.

FOURTH: Nautica Retail is the owner of all of the issued and outstanding shares of each of the Subsidiary Corporations, and Nautica Retail has waived any requirement of any Subsidiary Corporation to mail to it a copy of this Plan of Merger.

FIFTH: The presently issued and outstanding shares of Common Stock of each Subsidiary Corporation, all of which shares are owned by Nautica Retail, shall be surrendered and cancelled at the Effective Time. No shares of stock of the Surviving Corporation shall be issued in exchange therefor.

SIXTH: Each share of Nautica Retail authorized or outstanding immediately prior to the Effective Time shall be an identical outstanding or treasury or unissued share of the Surviving Corporation at the Effective Time.

SEVENTH: No shares of Nautica Retail, and no shares, securities or obligations convertible into such shares, are to be issued or delivered under this Plan of Merger.

EIGHTH: The Certificate of Incorporation of Nautica Retail shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time. No changes or amendments shall be made to the Certificate of Incorporation of Nautica Retail because of the Merger.

NINTH: The by-laws of Nautica Retail shall be the by-laws of the Surviving Corporation at the Effective Time.

TENTH: The directors and officers of Nautica Retail shall be the directors and officers of the Surviving Corporation and shall serve until their successors are qualified and elected.

ELEVENTH: Pursuant to Section 251 of the Delaware General Corporation Law, this Plan of Merger was approved by (a) unanimous written consent of the board of directors of Nautica Retail and each Subsidiary Corporation; and (b) written consent of the sole shareholder holding all the shares entitled to vote of Nautica Retail and of each Subsidiary Corporation.

TWELFTH: Nautica Retail hereby agrees that it may be served with process in the state of each Subsidiary Corporation's state of incorporation, in any proceeding for enforcement of any obligation of each Subsidiary Corporation, as well as for the enforcement of any obligation of Nautica Retail arising from the Merger, and does hereby appoint the Secretary of State of the state of each Subsidiary Corporation's state of incorporation as its agent to accept service of process in any such proceeding; and does hereby specify the following address without such state to which a copy of such process shall be mailed by the Secretary of State of such state: Nautica Retail USA, Inc., 40 W. 57<sup>th</sup> Street, New York, NY 10019, Attn: President.

THIRTEENTH: The Board of Directors and the proper officers of each corporation signatories hereto are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

NAUTICA RETAIL USA, INC.

By: Lisa Whitney  
Name: Lisa Whitney  
Title: Secretary

SUBSIDIARY CORPORATIONS

NAUTICA OF ATHENS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF FOLEY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF BOAZ, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF NEW RIVER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA RETAIL OF CALIFORNIA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF BARSTOW, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF DESERT HILLS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF ALPINE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ONTARIO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF CAMARILLO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF GILROY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF NAPA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF SAN DIEGO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF SOLVANG, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF CASTLE ROCK, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA RETAIL OF COLORADO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA JEANS OF WESTBROOK, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF CLINTON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF WILMINGTON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF PUERTO RICO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF REHOBOTH BEACH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF SUNRISE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ORLANDO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF ELLENTON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF DESTIN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA II OF ORLANDO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF NAPLES, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA RETAIL OF FLORIDA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF VERO BEACH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF COMMERCE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF DARIEN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF DAWSONVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF DALTON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA JEANS OF COMMERCE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF MORRIS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF GURNEE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ILLINOIS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF EDINBURGH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF MICHIGAN CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF FREEMONT, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF IOWA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF OLATHE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF KITTERY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF KITTERY II, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF FREEPORT, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF OCEAN CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA RETAIL OF MARYLAND, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF HAGERSTOWN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF LEE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF WRENTHEM, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF WORCESTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA JEANS OF BIRCH RUN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF AUBURN HILLS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF HOWELL, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF BIRCH RUN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA JEANS OF HOWELL, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ALBERTVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	
NAUTICA OF MISSISSIPPI, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF OSAGE BEACH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF BRANSON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF OSAGE BEACH II, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF LAS VEGAS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF STATELINE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF NORTH CONWAY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF SECAUCUS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
WAREHOUSE 99, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF ELIZABETH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF CHESTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF FLEMINGTON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF JACKSON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF ATLANTIC CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA JEANS OF NEW JERSEY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF MANASQUAN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF SANTA FE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF WOODBURY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF RIVERHEAD, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF LAKE GEORGE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF BELLPORT, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA RETAIL N.Y., INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF SENECA FALLS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF NIAGARA FALLS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA JEANS OF WOODBURY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF BLOWING ROCK, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF NAGS HEAD, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF CONCORD, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary



NAUTICA OF OHIO, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF WEST LANCASTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA JEANS OF W. LANCASTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF AURORA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF BEND, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF LINCOLN CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA JEANS OF TANNERSVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF LAHASKA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF GETTYSBURG, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF GROVE CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF GROVE CITY II, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF HERSHEY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF READING, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF TANNERSVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF PHILA - CLEARANCE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF LANCASTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF MYRTLE BEACH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF GAFFNEY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF HILTON HEAD, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF NORTH MYRTLE BEACH, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF NASHVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF LEBANON, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF SEVIERVILLE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA JEANS OF PIGEON FORGE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF CHATTANOOGA, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA JEANS OF SAN MARCOS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA RETAIL OF TEXAS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF SAN MARCOS, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ALLEN, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF KATY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF ST. GEORGE, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF PARK CITY, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF MANCHESTER, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF POTOMAC, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary
NAUTICA OF LEESBURG, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary	NAUTICA OF WILLIAMSBURG, INC. By: <u>Lisa Whitney</u> Name: Lisa Whitney Title: Secretary

NAUTICA OF WASHINGTON, INC. By: <u><i>Lisa Whitney</i></u> Name: Lisa Whitney Title: Secretary	
NAUTICA OF OSHKOSH, INC. By: <u><i>Lisa Whitney</i></u> Name: Lisa Whitney Title: Secretary	NAUTICA OF JOHNSON CREEK, INC. By: <u><i>Lisa Whitney</i></u> Name: Lisa Whitney Title: Secretary