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CORPORATION
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10440 PIONEER BOULEVARD (8)
SANTA FE SPRINGS, CA 90670
562.906.1635 FAX 562.906.1645
www.allencorpsupply.com

November 17, 2004

FLORIDA DIVISION OF CORPORATIONS
Registration Section
409 E. Gaines St.
Tallahassee, FL 32399

RE: AMERICAN APPAREL RETAIL, INC.

Please file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida of the above named corporation and forward a **certified copy** of the Articles to the letterhead address. Please process this request on a Priority basis.

Enclosed is the Certificate of Existence and a check for the amount of \$78.75.

Please return the certified copy using Federal Express Standard Overnight, account #1070-0862-4. Also please attach a statement of all your charges.

Do not hesitate to contact me with any questions.

Sincerely,

Dean Stanton

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERICAN APPAREL RETAIL, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Grant J. Hallstrom, Esq.
(Name of Person)

BUSINESS LAW CENTER
(Firm/Company)

15615 Alton Parkway, Suite 175
(Address)

Irvine, CA 92618
(City/State and Zip code)

For further information concerning this matter, please call:

Grant J. Hallstrom, Esq. at (949) 450-8500
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- ~~\$87.50~~ Filing Fee, Certificate of Status & Certified Copy

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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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. AMERICAN APPAREL RETAIL, 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. California 3. 72-1577829
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 11, 2004 5. Perpetual
(Date of incorporation) (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. 747 Warehouse Street; Los Angeles, CA 90021
(Principal office address)

747 Warehouse Street; Los Angeles, CA 90021
(Current mailing address)

8. Retail Clothing
(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)

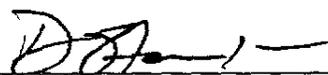
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.


(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:

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MAY 11 2004
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Dov Charney

Address: 747 Warehouse Street

Los Angeles, CA 90021

Vice Chairman: N/A

Address: _____

Director: Dov Charney

Address: 747 Warehouse Street

Los Angeles, CA 90021

Director: Sang H. Lim (aka Sam Lim)

Address: 747 Warehouse Street

Los Angeles, CA 90021

B. OFFICERS

President: Dov Charney

Address: 747 Warehouse Street

Los Angeles, CA 90021

Vice President: N/A

Address: _____

Secretary: Sang H. Lim (aka Sam Lim)

Address: 747 Warehouse Street; Los Angeles, CA 90021

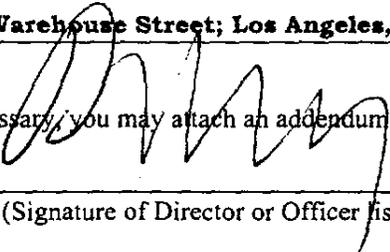
Treasurer: Mark Schlein

Address: 747 Warehouse Street; Los Angeles, CA 90021

FILED
NOV 12 1996
STATE OF FLORIDA
TALLAHASSEE

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. Dov Charney, President

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

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **11TH day of FEBRUARY, 2004, AMERICAN APPAREL RETAIL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **May 3, 2004.**



Kevin Shelley
KEVIN SHELLEY
Secretary of State