

NOV. 24. 2004

**F04000006720**

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0383

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

**FOREIGN PROFIT QUALIFICATION**

**FBRC, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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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. FBRC, 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. Delaware

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

3. 81-0656240

(FEI number, if applicable)

4. January 22, 2004

(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.)

c/o Tax Department, 3750 State Road

7. Bensalem, PA 19020

(Principal office address)

450 Winks Lane, Bensalem, PA 19020

(Current mailing address)

8. See Exhibit "A"

(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 Nays 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: Elizabeth B. Hammer  
(Registered agent's signature)

Assistant Vice President

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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CORPORATION SVC CO

NO. 058, P. 306

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**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. Jonathon Graub, Vice President

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

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CORPORATION SVC CO

NO. 0587 P.P. 4006

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EXHIBIT "A"

FBRC, Inc. will be the sole member of all Fashion Bug limited liability companies that are formed. FBRC, Inc. will not own any assets other than its investment in the limited liability companies. For Federal Income tax purposes, the assets of the limited liability companies will be reported by FBRC, Inc.

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CORPORATION SVC CO

NO. 058, P. 5, 006

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**FBRC, INC.**

**DIRECTORS/OFFICER'S LIST**

**Directors**

Name	Office Address
Kathleen H. Lieberman	450 Winks Lane, Bensalem, PA 19020
Neal Glueck	3750 State Road, Bensalem, PA 19020
John J. Sullivan	450 Winks Lane, Bensalem, PA 19020

**Officers**

Name	Title	Office Address
Kathleen H. Lieberman	Vice President and Secretary	450 Winks Lane, Bensalem, PA 19020
Neal Glueck	Vice President	3750 State Road, Bensalem, PA 19020
Jonathon Graub	Vice President	450 Winks Lane, Bensalem, PA 19020
John J. Sullivan	Vice President and Asst. Secretary	450 Winks Lane, Bensalem, PA 19020
Steven R. Wishner	Vice President	450 Winks Lane, Bensalem, PA 19020
Edwin A. Neumann	Assistant Secretary	3750 State Road, Bensalem, PA 19020

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CORPORATION SVC CO

NO. 058 P.O.P. 606

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# Delaware

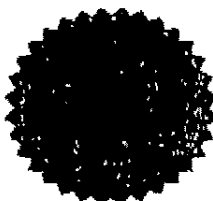
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FBRC, INC." 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 NINTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FBRC, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2004.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3464620

DATE: 11-09-04

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