

F08000003291

Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FOREIGN PROFIT/NONPROFIT CORPORATION

Henri Bendel, Inc.

Certificate of Status	0
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7/28/08

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DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Henri Bendel, 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 3. 06-1184460
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/17/1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 666 Fifth Avenue, 4th Floor, New York, NY 10103
(Principal office address)

same
(Current mailing address)

8. Buying, selling and dealing in, at wholesale, retail or mail order, of women's clothing, accessories and other goods/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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: Carol Record
(Registered agent's signature)

CAROL RECORD
ASST SECY

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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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stuart B. Burgdoerfer

Address: c/o Limited Brands, Inc., 3 Limited Pkwy.

Columbus, OH 43230

Director: Douglas L. Williams

Address: c/o Limited Brands, Inc., 3 Limited Pkwy.

Columbus, OH 43230

B. OFFICERS *SEE ATTACHMENT*

President: Ed Bucciarelli

Address: 566 Fifth Ave., 4th Fl.

New York, NY 10103

Sr. Vice President: Todd G. Helvie

- Tax

Address: c/o Limited Brands, Inc., 3 Limited Pkwy.

Columbus, OH 43230

Secretary: Douglas L. Williams

Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus, OH 43230

Treasurer: Chino Kim

Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus, OH 43230

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. Todd G. Helvie, Senior Vice President - Tax

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

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**ADDITIONAL OFFICERS
OF
HENRI BENDEL, INC.**

Office:

Name / Address

Executive Vice President	Stuart B. Burgdoerfer Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Executive Vice President	Martyn R. Radgrave Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Executive Vice President - Retail Real Estate	James L. Bersani Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Sr. Vice President - Finance & Operations and Chief Financial Officer	Amy Bogart Address: 666 Fifth Ave., 4 th Fl., New York NY 10103
Sr. Vice President	Timothy J. Faber Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Sr. Vice President - General Merchandise Mgr. - Beauty	Claudia Lucas Address: 666 Fifth Ave., 4 th Fl., New York NY 10103
Sr. Vice President - Sr. Counsel and Assistant Secretary	Carol M. Matorin Address: 666 Fifth Ave., 4 th Fl., New York NY 10103
Sr. Vice President - General Merchandise Mgr. - Fashion	Scott Schramm Address: 666 Fifth Ave., 4 th Fl., New York NY 10103
Sr. Vice President - Business Development, Legal and Assistant Secretary	Gail M. Stern Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Sr. Vice President - General Counsel	Douglas L. Williams Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Vice President - Human Resources	Michael Rutaczak Address: 666 Fifth Ave., 4 th Fl., New York NY 10103
Vice President	Joyce Stearn Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230
Associate Vice President and Assistant Secretary	James J. Harris Address: c/o Limited Brands, Inc., 3 Limited Pkwy., Columbus OH 43230

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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 "HENRI BENDEL, 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 TWENTY-THIRD DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2071378 8300

080811812

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6747673

DATE: 07-23-08