

F08000004922

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

DIVISION OF CORPORATIONS

08 NOV 17 AM 8:00

RECEIVED

FOREIGN PROFIT/NONPROFIT CORPORATION

Priscilla of Boston, Inc

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

NOV 18 2008
D. A. WHITE

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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. Priscilla of Boston, 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. 43-1928587

(FEI number, if applicable)

4. 05/01/01

(Date of incorporation)

5. Perpetual

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

6. 11/10/08

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

7. 1001 Washington Street

(Principal office address)

Conshohocken, PA 19428

(Current mailing address)

8. any lawful act or activity which corporations may be organized under the General Corporation Law of Delaware

(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

(City)

Florida

33324

(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: 

(Registered agent's signature)

ANN J. WILLIAMS

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Huith

Address: 1001 Washington Street

Conshohocken, PA 19428

Vice Chairman: N/A

Address:

Director: Gene Morphis

Address: 1001 Washington Street

Director:

Address:

B. OFFICERS

President: SEE ATTACHED SHEET

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.

Michael H. Mirsky, Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS

Chief Executive Officer:
Address:

Robert Huth
1001 Washington Street
Conshohocken, PA 19428

Executive Vice President / CFO
Address:

Gene Morphis
1001 Washington Street
Conshohocken, PA 19428

Senior Vice President / Treasurer
Address:

Philip C. Galbo
1001 Washington Street
Conshohocken, PA 19428

Executive Vice President Merchandising
Address:

Ramona De la Rosa
1001 Washington Street
Conshohocken, PA 19428

Senior Vice President Human Resources
Address:

Fred Postelle
1001 Washington Street
Conshohocken, PA 19428

Vice President Finance
Address:

Dwight Klingenberg
1001 Washington Street
Conshohocken, PA 19428

Secretary
Address:

Michael H. Mirsky
1001 Washington Street
Conshohocken, PA 19428

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRISCILLA OF BOSTON, 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 FOURTEENTH DAY OF NOVEMBER, 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.

3387450 8300

081118291

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6967372

DATE: 11-14-08