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Florida Department of State  
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TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**CHILDRENSWEAR HOLDING CORP.**

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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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1. CHILDRENSWEAR HOLDING CORP.

(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. 26-3568271

(FEI number, if applicable)

4. OCTOBER 9, 2008

(Date of incorporation)

5. Perpetual

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

6. Upon qualification.

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

7. 1333 Broadway, Suite 700, New York, NY 10018

(Principal office address)

1333 Broadway, Suite 700, New York, NY 10018

(Current mailing address)

8. Any and all lawful purposes.

(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: CT 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.

Kelly Snedden  
Asst. Secretary

*Kelly Snedden*  
(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.

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

**A. DIRECTORS**

Chairman: SEE ATTACHED LISTING

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_  
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. Mark Hajduch  
(Signature of Director or Officer listed in number 12 of the application)

14. MARK HAJDUCH, VICE PRESIDENT AND ASSISTANT SECRETARY  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**CHILDRENSWEAR HOLDING CORP.  
DIRECTORS AND OFFICERS**

**DIRECTORS**

<u>Name</u>	<u>Address</u>
Christopher Metz	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Donald Roach	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Gary F. Simmons	1333 Broadway, Suite 700, New York, NY 10018

**OFFICERS**

The business address for the following Officers is 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486:

<u>Name</u>	<u>Title</u>
Michael J. McConvery	Vice President & Assistant Secretary
Mark Hajduch	Vice President & Assistant Secretary
Melissa Klafter	Vice President & Assistant Treasurer

The business address for the following Officers is 1333 Broadway, Suite 700, New York, NY 10018:

<u>Name</u>	<u>Title</u>
Gary F. Simmons	Chief Executive Officer & President

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHILDRENSWEAR HOLDING CORP." 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-FIFTH DAY OF NOVEMBER, A.D. 2008.

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: 6988932

DATE: 11-25-08