

Division of Corporations  
**F100000000682** Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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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)878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Lerner New York Outlet, Inc.**

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

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TALLAHASSEE, FLORIDA

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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Lerner New York Outlet, 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," or "Certificate of Good Standing" 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:

Jane Swinford

Name of Person

Vorys Sater Seymour & Pease LLP

Firm/Company

52 East Gay St

Address

Columbus, Oh 43215

City/State and Zip code

tarce@nyandcompany.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jane Swinford

at ( 614 ) 464-8253

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- |                                             |                                                                        |                                                                 |                                                                                           |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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. Lerner New York Outlet, 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. Massachusetts 3. 04-2526617  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 20, 1973 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. 450 West 33rd Street, NY, NY 10001  
(Principal office address)

450 West 33rd Street, NY, NY 10001  
(Current mailing address)

8. retail sale of women's clothing and accessories  
(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:   
(Registered agent's signature)

Joyce Gilbert, Asst. Secretary

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

A. DIRECTORS

Chairman: John D. Howard

Address: 450 W. 33rd St. NY, NY 10001

Vice Chairman: Phil Carpenter

Address: 450 W. 33rd St. NY, NY 10001

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

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

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

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

B. OFFICERS

Richard Crystal, Chairman and Chief Executive Officer

Address: 450 W. 33rd St. NY, NY 10001

Sheamus Toal, Executive Vice President and Chief Financial Officer

Address: 450 W. 33rd St. NY, NY 10001

Sandra Brooslin Viviano, Executive Vice President-Human Resources

Address: 450 W. 33rd St. NY, NY 10001

Kevin Finnegan, Executive Vice President-National Sales

Address: 450 W. 33rd St. NY, NY 10001

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. Sheamus Toal, Executive Vice President

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



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

February 5, 2010

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

**LERNER NEW YORK OUTLET, INC.**

is a domestic corporation organized on July 20, 1973, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Processed By: sam