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Division of Corporations

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(850)521-1000 (850)558-1515 Fax Number

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FOREIGN PROFIT/NONPROFIT CORPORATION OUTLET DIVISION STORE CO., INC.

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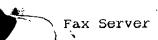
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

•			n Florida)
(State or count)		20-4384852	
Folymore 2	y under the law of which it is incorporated)	(FEI number, if applicable)	
rectuary Z	7, 2006	5. Perpetual	
(Da	te of incorporation)	(Duration: Year corp. will cease to exist or "pe	rpetual")
January 3	1, 2007		
BENSALE!	E ROAD (SEE SECTIONS 607.1501 & 607 M, PA 19020 (Principal office a		
3750 STAT	E ROAD, BENSALEM, PA 19020		
		OUTLET STORES To engage in any act or	activity
for which of (Purpose	MENT OF WOMEN'S CLOTHING (corporations may be organized. (s) of corporation authorized in home state or	OUTLET STORES To engage in any act or rountry to be carried out in state of Florida)	
for which of (Purpose	MENT OF WOMEN'S CLOTHING (corporations may be organized. (s) of corporation authorized in home state or ect address of Florida registered agent: (F	OUTLET STORES To engage in any act or rountry to be carried out in state of Florida)	
for which of (Purpose	MENT OF WOMEN'S CLOTHING (corporations may be organized. (s) of corporation authorized in home state or	OUTLET STORES To engage in any act or rountry to be carried out in state of Florida)	
for which of (Purpose Name and str	MENT OF WOMEN'S CLOTHING (corporations may be organized. (s) of corporation authorized in home state or ect address of Florida registered agent: (F	OUTLET STORES To engage in any act or rountry to be carried out in state of Florida)	2010 AUG 26 AM
for which of (Purpose Name and str.) Name:	MENT OF WOMEN'S CLOTHING (corporations may be organized. (s) of corporation authorized in home state or eet address of Florida registered agent: (F	OUTLET STORES To engage in any act or rountry to be carried out in state of Florida)	

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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FILED SPORETARY OF SIMIL DIVISION OF COMPORATION

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

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A. DIREC	CTORS
	See attached officers/directors rider
Chairman:	
Address: _	
_	
Vice Chairr	nan:
Address: _	
-	
Director: _	
Address: _	
Address:	
B. OFFIC	CERS
n !! .	See attached officers/directors rider
President: _	
Address: _	
_	
Vice Preside	ent:
	•
_	
Secretary:	
Address: _	
Treasurer:	
NOTE: If	necessary, you, may attach an addendum to the application listing additional officers and/or directors.
12	(ohn)h
13	(Signature of Director or Officer listed in number 12 of the application)
14. JOH	N LEF, Vice President
	(Typed or printed name and canacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

OUTLET DIVISION STORE CO., INC

List of Officers

James P. Fogarty. Name:

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Title: President Marla C. Anderson Name:

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

William R. Dawson

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Name: John Gambino

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Kahtleen H. Lieberman

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Jonathon Graub Name: Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Adam Miller Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Charles Pascalar

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Name: Thomas M. Smith

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Eric M. Specter Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Theresa Sasso Taniewski

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Steven R. Wishner

John Lee

Bus, Addr.: 3750 State Road, Bensalem, PA 19020

List of Directors

Name:

William R. Dawson Name:

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Kathleen H. Lieberman

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Name: John Lee

Bus. Addr.: 3750 State Road, Bensalem, PA 19020

Title: Cheif Executive Officer

Title: VP & Assist. Secretary

Title: Vice President

Title: Vice President & Secretary

Title: Vice President

Title: Vice President

Title: Senior Vice President

Title: Vice President

Title: Vice President

Title: VP & Assist. Secretary

Title: VP & Assistant Secretary

Title: Vice President

Term: Nov 01, 2010

Term: Nov 01, 2010

Term: Nov 01, 2010

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Term: Nov 01, 2010

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Name: Steven R. Wishner Bus. Addr.: 3750 State Road, Bensalem, PA 19020

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SECRETARY OF STATE OFFICE OFFICE AT THE

Delaware

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PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "OUTLET DIVISION STORE CO., 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-SIXTH DAY OF

AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUTLET DIVISION STORE CO., INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

4116185 8300

100860513

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

Jeffrey W. Bullock, Secretary of State
AUTHENTY CATION: 8194489

DATE: 08-26-10