FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

95 MAY -1 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

DOCUMENT # F94000000061 (1)

1. Corporation Name
LESLIE FAY RETAIL OUTLETS, INC.

Principal Place of Business
400 STEWART ROAD
WILKES-BARRE PA 18773

Mailing Address
400 STEWART ROAD
WILKES-BARRE PA 18773

3. Date Incorporated or Qualified: 01/05/1994
3a. Date of Last Report:

2. Principal Place of Business	2a. Mailing Address
21 Belz Factory Outlet World	26
Suite, Apt. #, etc. 22 5401 W. Oak Ridge Rd Ste 17	Suite, Apt. #, etc. 27
City & State 23 Orlando, FA	City & State 28
Zip 24 32819-9412 Country 25	Zip 29 Country 30

4. FEI Number: 23-2735306 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	C	1 1 TITLE		[X] Change ☐ Addition
NAME	POMERANTZ, JOHN J	1 2 NAME		
STREET ADDRESS	1400 BROADWAY	1 3 STREET ADDRESS	1412 Broadway	
CITY-ST-ZIP	NEW YORK NY	1 4 CITY-ST-ZIP	New York, NY 10018	
TITLE	PD	2 1 TITLE		[X] Change ☐ Addition
NAME	BABCOCK, MICHAEL J	2 2 NAME	NONE	
STREET ADDRESS	1400 BROADWAY	2 3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY	2 4 CITY-ST-ZIP		
TITLE	VDAS	3 1 TITLE	Vice President & Treasurer	[X] Change ☐ Addition
NAME	GORDON, HERMAN	3 2 NAME	Thomas J. Sullivan	
STREET ADDRESS	1400 BROADWAY	3 3 STREET ADDRESS	1412 Broadway	
CITY-ST-ZIP	NEW YORK NY	3 4 CITY-ST-ZIP	New York, NY 10018	
TITLE	S	4 1 TITLE		[X] Change ☐ Addition
NAME	FELDE, RICHARD V	4 2 NAME	Kathryn Connors	
STREET ADDRESS	1400 BROADWAY	4 3 STREET ADDRESS	1412 Broadway	
CITY-ST-ZIP	NEW YORK NY	4 4 CITY-ST-ZIP	New York, NY 10018	
TITLE	V	5 1 TITLE		[X] Change ☐ Addition
NAME	DUBEL, JOHN S	5 2 NAME		
STREET ADDRESS	1400 BROADWAY	5 3 STREET ADDRESS	1412 Broadway	
CITY-ST-ZIP	NEW YORK NY	5 4 CITY-ST-ZIP	New York, NY 10018	
TITLE	V	6 1 TITLE		[X] Change ☐ Addition
NAME	WAX, STANLEY	6 2 NAME		
STREET ADDRESS	1400 BROADWAY	6 3 STREET ADDRESS	1412 Broadway	
CITY-ST-ZIP	NEW YORK NY	6 4 CITY-ST-ZIP	New York, NY 10018	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Vernon K. Smith Vernon K. Smith 4/28/95 717/824-9911
Vice President of Taxes
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

0400375 FN