

F96000001571

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ACCOUNT NO. : 072100000032

REFERENCE : 890552 4300087

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizito

ORDER DATE : March 21, 1996

ORDER TIME : 3:06 PM

ORDER NO. : 890552

CUSTOMER NO: 4300087

300001759203

CUSTOMER: Matthew Viola, Legal Asst
Bachner Tally Polevoy & Misher
380 Madison Avenue
18th Floor
New York, NY 100172513

W96-6597

FOREIGN FILINGS

NAME: OUTLET RETAIL STORES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

use 2674
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SUBJECT: OUTLET RETAIL STORES, INC.
Ref. Number: W96000006597

resubmit
We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 296A00013983

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Outlet Retail Stores, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 11-3308355
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. February 22, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. One Merrick Avenue
Westbury, N.Y. 11590
(Current mailing address)
8. To own and operate retail stores.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Vicki Schreiber, Asst. V.P.
(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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95 MAR 27 PM 3:26

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

A. DIRECTORS

Chairman: Milton L. Cohen

Address: One Merrick Avenue
Westbury, N.Y. 11590

~~Vice Chairman~~: Howard Bernstein Craig Phillips
Director

Address: One Merrick Avenue One Merrick Avenue
Westbury, N.Y. 11590 Westbury, NY 11590

Director: Ronald Shiftan

Address: One Merrick Avenue
Westbury, N.Y. 11590

Director: _____

Address: _____

B. OFFICERS

President: Milton L. Cohen

Address: One Merrick Avenue
Westbury, N.Y. 11590

Vice President: Jeffrey Siegel

Address: One Merrick Avenue
Westbury, N.Y. 11590


Secretary: Craig Phillips

Address: One Merrick Avenue
Westbury, N.Y. 11590

Treasurer: Fred Spivak

Address: One Merrick Avenue
Westbury, N.Y. 11590

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  3/18/46
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. FRED SPIVAK Vice President & CFO
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUTLET RETAIL STORES, 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-FIRST DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7876738

DATE: 03-21-96