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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Shadowline Sales, Incorporated
(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", 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:

Bryan Johnson

(Name of Person)

Shadowline Sales, Inc.

(Firm/Company)

550 Lenoir Road

(Address)

Morganton, NC 28655

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Bryan Johnson

(Name of Person)

at (704) 437-3821

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. Shadowline Sales, 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. North Carolina 3. 56-1946959
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 30, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 26, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 550 Lenoir Road
Morganton, NC 28655
(Current mailing address)
8. Retail Sale of Women's Intimate Apparel
(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 or Mail Drop Box NOT acceptable)

Name: Susan Grandizio

Office Address: St. Augustine Outlet Center
Store #307-B 2700 State Rd. 16
St. Augustine, Florida, 32095
(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.

Susan Grandizio
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: PLEASE SEE ATTACHED LISTING

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: PLEASE SEE ATTACHED LISTING

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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98 JAN -5 PM 12:38**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Charles W. Myers
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Charles W. Myers, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Shadowline Sales, Inc.

SHADOWLINE SALES INCORPORATED
550 LENOIR ROAD
MORGANTON, NORTH CAROLINA 28655

Phone (704) 437-3821
Fax (704) 437-8423

SHADOWLINE SALES, INCORPORATED
MORGANTON, NC

BOARD OF DIRECTORS

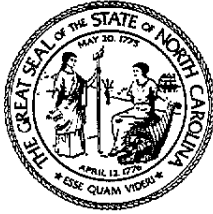
<u>NAME</u>	<u>POSITION</u>	<u>BUSINESS ADDRESS</u>
Sherrod Salsbury, III	President	550 Lenoir Rd., Morganton NC 28655
Charles W. Myers	Assistant Secretary	550 Lenoir Rd., Morganton NC 28655

OFFICERS OF THE CORPORATION

<u>NAME</u>	<u>POSITION</u>	<u>BUSINESS ADDRESS</u>
Sherrod Salsbury, III	President	550 Lenoir Rd., Morganton NC 28655
Nancy Lambert	Secretary	550 Lenoir Rd., Morganton NC 28655
Charles W. Myers	Assistant Secretary	550 Lenoir Rd., Morganton NC 28655

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

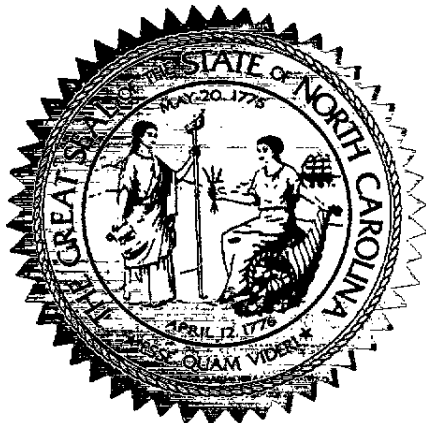
SHADOWLINE SALES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of October, 1995, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of November, 1997.

Elaine F. Marshall

Secretary of State