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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000

FROM: KIRK PINKERTON, A PROFESSIONAL ASSOCIATION ACCT#: 071670002600
CONTACT: JUDY ROSENFELD
PHONE: (941) 364-2409 FAX #: (941) 364-2490

NAME: RETEX COOPERATIVE, INC.
AUDIT NUMBER.....H98000006905
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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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:**

1. RETEX Cooperative, 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. California

(State or country under the law of which it is incorporated)

3. 95-4392948

(FEL number, if applicable)

4. 8/11/92

(Date of incorporation)

5. Perpetual

(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. 350 5th Avenue, Suite 1514

New York, New York 10118

(Current mailing address)

8. Any lawful act or activity

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

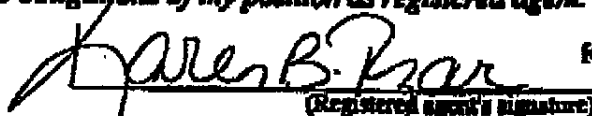
Tallahassee

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.


(Registered agent's signature)

Karen B. Rozar, As Its Agent

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

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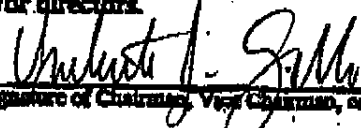
12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**Chairman: Fred MarshelmerAddress: c/o Trader Joe's, 538 Mission Street, S. Pasadena, CA 91031-6270Vice Chairman: Tom StrombergAddress: c/o The Gap, Inc., 950 Elm AvenueSan Bruno, CA 94066Director: Eugene MurthaAddress: c/o Duty Free International, 6691 Bay Meadow DriveGlen Burnie, MD 21060Director: SEE ATTACHED ADDENDUM FOR ADDITIONAL DIRECTORS

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Umberto J. GalloAddress: c/o RETEX Cooperative, Inc., 350 Fifth Ave., #1514New York, New York 10118

Vice President: _____

Address: _____

Secretary: Bill AndersonAddress: c/o Brookstone Company, Inc., 17 Riverside StreetNashua, NH 03062Chief Financial Officer: Tom SmithAddress: c/o General Nutrition Center, 411 Seventh AvenuePittsburgh, PA 15219**NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.**13. 

(Signature of Chairman, Vice Chairman, or any officer listed on number 12 of the application)

14. Umberto J. Gallo, President

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

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ADDENDUM TO APPLICATION BY RETEX COOPERATIVE, INC.
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

12.a. Additional Directors:

Bill Anderson
c/o Brookstone Company, Inc.
17 Riverside Street
Nashua, NH 03062

Judith S. Formichella
c/o Charming Shoppes, Inc.
3750 State Road
Bensalem, PA 19020

Brian Sobelman
c/o Calvin Klein
205 West 39th Street
New York, NY 10018

Joseph A. Wolczanski
c/o Liz Claiborne, Inc.
One Claiborne Avenue
North Bergen, NJ 07047

Jules Cohn
35 Apache Drive
Manalapan, NJ 07726

Tom Smith
c/o General Nutrition Center
411 Seventh Avenue
Pittsburgh, PA 15219

Jesse Stancarone
c/o Young's Market Company
500 South Central Avenue
Los Angeles, CA 90013

Jim Nernmyr
c/o Musicland Stores Corp.
10400 Yellow Circle Drive
Minnetonka, MN 55343

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CERTIFICATE OF STATUS
DOMESTIC CORPORATIONFILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 11th day of August, 19 92,

RETEX COOPERATIVE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

March 19, 1998



Bill Jones

Secretary of State

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