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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FILENE'S BASEMENT, INC.

(Name of corporation - must include suffix)

100002622421--1

-08/21/98--01099--001

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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:

CHRISTOPHER GOLDNER

(Name of Person)

FILENE'S BASEMENT, INC.

(Firm/Company)

40 WALNUT ST.

(Address)

WELLESLEY, MA. 02181

(City/State/Zip)

W98-
17565

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

CHRISTOPHER GOLDNER

(Name of Person)

at (617) 348-7032

(Area Code & Daytime Telephone Number)

* Check is for certified copy

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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. FILENE'S BASEMENT, 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. MASSACHUSETTS
(State or country under the law of which it is incorporated)
3. 04-3016731
(FEI number, if applicable)
4. JULY 15, 1988
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. OCTOBER 8, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 40 WALNUT STREET
WELLESLEY, MA. 02181
(Current mailing address)
8. RETAIL SALES OF CLOTHING, ACCESSORIES AND HOUSEHOLD ITEMS
(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)

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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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) - SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

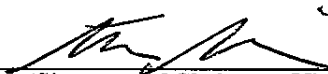
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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 in number 12 of the application)

14. STEVEN SIEGEL, EXEC. V.P., CFO, TREASURER, AND SECRETARY
(Typed or printed name and capacity of person signing application)

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FILENE'S BASEMENT, INC.

<u>OFFICERS</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Chairman, Chief Executive Officer and Director	Samuel J. Gerson	40 Walnut Street Wellesley, Ma. 02181
Vice Chairman, Chairman of Executive Committee	Mone Anathan III	40 Walnut Street Wellesley, MA. 02181
President, Chief Operating Officer, Director	W. Jay Carothers	40 Walnut Street Wellesley, MA. 02181
Executive Vice President, Chief Financial Officer, Treasurer, Secretary and Clerk	Steven Siegel	40 Walnut Street Wellesley, MA. 02181
Director	Robert P. Henderson	Greylock Investment Partners 1 Federal Street Boston, MA. 02210
Director	Paul D. Paganucci	Ledyard National Bank Box 799-38 Main Street Hanover, N.H. 03755
Director	Harold Leppo	Harold Leppo 71 Lyman Rd. Stamford, CT. 06903
Director	John Eyler	FAO Schwartz 767 Fifth Avenue New York, N.Y. 10153
Director	Dorsey R. Gardner	Kelso Management Company, Inc One Financial Center Suite 1600 Boston, MA. 02111

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

July 24, 1998

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that

FBAC, Inc.

was incorporated under the General Laws of this Commonwealth on

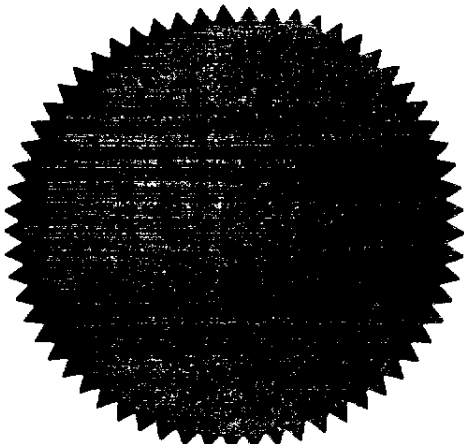
July 15, 1988

I further certify that by articles of amendment filed on July 29, 1988
the name of said corporation was changed to

Filene's Basement, Inc.

and said corporation still has legal existence.

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JM

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B, § 83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.