



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 946860 4391047

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 946860-005

CUSTOMER NO: 4391047 100002633421--8

CUSTOMER: Ms. Lisa Mertens
The Gap Legal Department
One Harrison Street

San Francisco, CA 94105

FOREIGN FILINGS

NAME: OLD NAVY INC. *OK HK*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -8 AM 11:32

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RECEIVED
98 SEP -8 AM 10:31
DIVISION OF CORPORATION

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. Old Navy 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
(State or country under the law of which it is incorporated)
3. 94-3288283
(FEI number, if applicable)
4. October 30, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. One Harrison Street
San Francisco, CA 94107
(Current mailing address)
To engage in any lawful act under the General Corporation Law of Delaware
8. _____
(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.

Corporation Service Company

By: Karen E. Wehner

(Registered agent's signature)

Karen E. Wehner, Asst. Vice President

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)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Anne B. Gust, Senior Vice President and Secretary

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

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OLD NAVY INC.

OFFICERS

Donald G. Fisher, Chairman
One Harrison Street
San Francisco, CA 94105

Millard S. Drexler, President and Chief Executive Officer
One Harrison Street
San Francisco, CA 94105

John B. Wilson, Chief Administrative Officer
One Harrison Street
San Francisco, CA 94105

Kevin Lonergan, Executive Vice President
345 Spear Street
San Francisco, CA 94105

Jenny Ming, Executive Vice President
345 Spear Street
San Francisco, CA 94105

Anne B. Gust, Senior Vice President-General Counsel and Secretary
One Harrison Street
San Francisco, CA 94105

Warren R. Hashagen, Senior Vice President and Chief Financial Officer
900 Cherry Avenue
San Bruno, CA 94066

Leroy Barnes, Vice President and Treasurer
900 Cherry Avenue
San Bruno, CA 94066

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Michael Corr, Vice President--International Logistics
Two Harrison Street
San Francisco, CA 94105

Barbara Johnson, Vice President-Tax
900 Cherry Avenue
San Bruno, CA 94066

Paula L. Levitan, Vice President-Associate General Counsel
One Harrison Street
San Francisco, CA 94105

Lauri M. Shanahan, Vice President-Associate General Counsel
One Harrison Street
San Francisco, CA 94105

J. Michael Whisman, Vice President-Associate General Counsel and Assistant Secretary
900 Cherry Avenue
San Bruno, CA 94066

Holly Adams, Assistant Secretary
900 Cherry Avenue
San Bruno, CA 94066

Thomas J. Lima, Assistant Secretary
One Harrison Street
San Francisco, CA 94105

Joel R. Hall, Assistant Secretary
900 Cherry Avenue
San Bruno, CA 94066

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OLD NAVY INC.

DIRECTORS

Millard S. Drexler
One Harrison Street
San Francisco, CA 94105

Anne B. Gust
One Harrison Street
San Francisco, CA 94105

Warren R. Hashagen
900 Cherry Avenue
San Bruno, CA 94066

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD NAVY 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 THIRTY-FIRST DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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9279670
08-31-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: