

F98000005375



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 946860 4391047

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

ORDER TIME : 9:36 AM

ORDER NO. : 946860-010

CUSTOMER NO: 4391047

200002633422--5

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

W98-20364

San Francisco, CA 94105

FOREIGN FILINGS

NAME: BANANA REPUBLIC, INC.

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 25 AM 9:53

FILED

9/25

DIVISION OF CORPORATION

98 SEP -8 AM 10:31

RECEIVED



RECEIVED
SEP 15 AM 9:09
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

September 8, 1998

CSC

RESUBMIT

Please give original
submission date as file date

SUBJECT: BANANA REPUBLIC, INC.
Ref. Number: W98000020364

*pls. file DOCS (on file) as the
CA withdrawal has been filed 9/23*

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

It appears the corporation is already on file please refer to the attached printout.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00045568

**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. Banana Republic, 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. 94-3288284
(FEI number, if applicable)
4. October 14, 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: _____

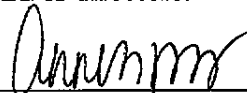
Secretary: _____

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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SEC. OF STATE
TALLAHASSEE FLORIDA

BANANA REPUBLIC, 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

Jeanne Jackson, Chief Executive Officer-BR Division
Two Harrison 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 9406

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

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Barbara Johnson, Vice President-Tax
900 Cherry Avenue
San Bruno, CA 9406

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. Lirna, Assistant Secretary
One Harrison Street
San Francisco, CA 94105

Joel R. Hall, Assistant Secretary
900 Cherry Avenue
San Bruno, Ca 9406

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TALLAHASSEE FLORIDA

BANANA REPUBLIC, 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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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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 "BANANA REPUBLIC, 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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98 SEP 25 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2807483 8300
981340220



9279671
08-31-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: