

F98000006495

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Dan River Factory Stores, Inc.  
(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:

Harry L. Goodrich  
(Name of Person)  
Dan River Factory Stores, Inc.  
(Firm/Company)  
2291 Memorial Drive  
(Address)  
Danville, Virginia 24541  
(City/State/Zip)

98 NOV 30 AM 9:09

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

100002698221--4  
-12/01/98--01003--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Harry L. Goodrich at (804) 799-7121  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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. Dan River Factory Stores, 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. Georgia 3. 54-1655132  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 4, 1992 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 14, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2291 Memorial Drive  
Danville, Virginia 24541  
(Current mailing address)

8. To operate retail stores primarily for sale of textile products  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

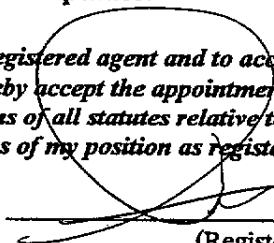
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.*

  
**PETER F. SOUZA**  
ASSISTANT SECRETARY  
(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)**

Chairman: See attached Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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**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. \_\_\_\_\_

Harry L. Goodrich, Secretary

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

**DAN RIVER FACTORY STORES, INC.**

**OFFICERS AND DIRECTOR**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Joseph L. Lanier, Jr.	Sole Director and Chairman of the Board and Chief Executive Officer	2291 Memorial Drive Danville, VA 24541
Richard L. Williams	President	2291 Memorial Drive Danville, VA 24541
Barry F. Shea	Vice President-Finance	2291 Memorial Drive Danville, VA 24541
Larry W. Van de Visser	Vice President-Controller	2291 Memorial Drive Danville, VA 24541
Nicolas W. Fowler	Vice President-Operations	2291 Memorial Drive Danville, VA 24541
Scott D. Batson	Treasurer	2291 Memorial Drive Danville, VA 24541
Harry L. Goodrich	Secretary	2291 Memorial Drive Danville, VA 24541
Charles S. Bolt, Jr.	Assistant Treasurer	2291 Memorial Drive Danville, VA 24541
Gary D. Waldman	Assistant Controller	2291 Memorial Drive Danville, VA 24541
John A. Gillan	Assistant Secretary	2291 Memorial Drive Danville, VA 24541

# Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983210077  
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DATE INC/AUTH/FILED: 12/04/1992  
JURISDICTION : GEORGIA  
PRINT DATE : 11/17/1998  
FORM NUMBER : 211

DAN RIVER INC.  
ATTN: H. L. GOODRICH  
2291 MEMORIAL DR POB 261  
DANVILLE VA 24543

## CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

### DAN RIVER FACTORY STORES, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

