

F 99000004538



ACCOUNT NO. : 072100000032

REFERENCE : 301857 133937A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 301857-330

CUSTOMER NO: 133937A

600002975736--0

CUSTOMER: Ms. Dorothy Kuczynski
American Eagle Outfitters, Inc
150 Thornhill Drive

Warrendale, PA 15095

FOREIGN FILINGS

NAME: AE STORES COMPANY

(Handwritten circled '5')

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -1 PM 1:14

RECEIVED
99 SEP -1 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALAHASSEE, FL 32304

MK
9/11/99

**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. AE Stores Company

(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. 25-1724320

(FEI number, if applicable)

4. November 02, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. April 07, 1999

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

7. c/o AE STORES COMPANY, 150 Thorn Hill Drive

Warrendale, PA 15086

(Current mailing address)

To engage in retail sales. To engage in any act or activity for which corporations may be organized.

8. _____

(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, FL

, 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.

By: Lisa K. Porter, 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.

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: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
66 SEP - 1 PM 1:14

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

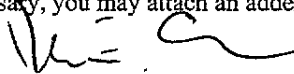
Secretary: _____

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. Dale E. Clifton, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

AE Stores Company

List of Officers

Name: Roger Markfield **Title:** President
Bus. Addr.: 150 Thorn Hill Drive, Warrendale, PA 15086

Name: William Tait **Title:** Sec/Treas
Bus. Addr.: 150 Thorn Hill Drive, Warrendale, PA 15086

Name: Dale E. Clifton **Title:** Vice President
Bus. Addr.: 150 Thorn Hill Drive, Warrendale, PA 15086

List of Directors

Name: Jay Schottenstein **Term:**
Bus. Addr.: 1800 Moler Road, Columbus, OH 43207

Name: Saul Schottenstein **Term:**
Bus. Addr.: 1800 Moler Road, Columbus, OH 43207

Name: Thomas Ketteler **Term:**
Bus. Addr.: 1800 Moler Road, Columbus, OH 43207

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -1 PM 1:14

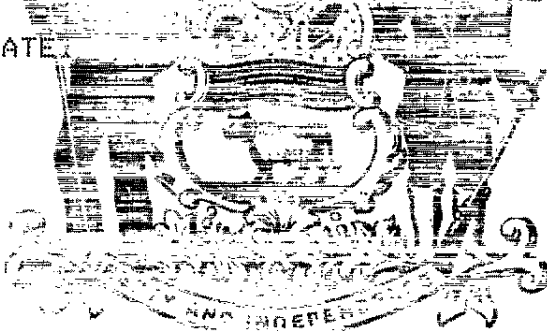
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AE STORES COMPANY" 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1999.

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

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



FILED
99 SEP - 1 PM 1:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
99 SEP - 1 PM 1:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2946353 8300

991360437

AUTHENTICATION:

9944387

DATE:

08-27-99