



THE UNITED STATES
CORPORATION
COMPANY

F9900000 6391

ACCOUNT NO. : 072100000032

REFERENCE : 498325 5049076

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70

99 DEC 10 AM 11:41
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : November 30, 1999

ORDER TIME : 9:39 AM

ORDER NO. : 498325-040

000003066470--0

CUSTOMER NO: 5049076

CUSTOMER: Ms. Claudia Mccarthy
Ann Taylor
414 Chapel Street

New Haven, CT 06511

FOREIGN FILINGS

NAME: ANNTAYLOR RETAIL, INC.

XXXX QUALIFICATION (TYPE: CO)

5

99 DEC 10 AM 11:40
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED
99 DEC 10 AM 10:47
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BK
12/10/99

**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. ANNTAYLOR RETAIL, 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. 06-1415434

(FEI number, if applicable)

4. January 18, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. c/o David Ramer, Tax Department, 414 Chapel St.

New Haven, CT 06511

(Current mailing address)

Retail sales of women's apparel and accessories. 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: 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: Katherine J. Tubiac, Atty VLP
(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: _____

RECEIVED
DIVISION OF
99 DEC 10 AM 11:41
OFFICIALS

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. James Smith
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James Smith, Vice President

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

ANNTAYLOR RETAIL, INC.

99 DEC 10 AM 11:41
FILED
STATE
CLERK OF SUPERIOR COURT
CORPORATIONS

List of Officers

Name: Patricia DeRosa **Title:** President / COO
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: Jocelyn F.L. Barandiaran **Title:** Secretary/SVP/Gen. Counsel
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: Barry Erdos **Title:** Treas. / CFO / EVP Finance
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: J. Patrick Spainhour **Title:** Chairman & CEO
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: James M. Smith **Title:** VP / Controller / Asst. Treas
Bus. Addr.: c/o AnnTaylor Retail, Inc. 414 Chapel Street, New Haven, CT 06511

List of Directors

Name: J. Patrick Spainhour **Term:**
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: Barry Erdos **Term:**
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Name: Jocelyn Barandiaran **Term:**
Bus. Addr.: c/o AnnTaylor Retail, Inc. 142 West 57th Street, New York, NY 10019

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANNTAYLOR RETAIL, 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 THIRTIETH DAY OF NOVEMBER, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANNTAYLOR RETAIL, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JANUARY, A.D. 1994.



Edward J. Freel

Edward J. Freel, Secretary of State

2370080 8300

991510093

AUTHENTICATION:

0108922

DATE:

11-30-99

FILED
DIVISION OF CORPORATIONS
96 DEC 10 AM 11:41