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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

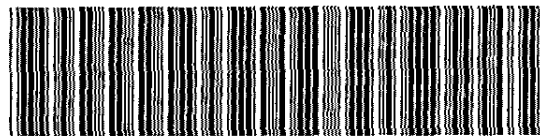
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OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 938538 4720431

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 22, 2004

ORDER TIME : 11:06 AM

ORDER NO. : 938538-120

CUSTOMER NO: 4720431

CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.

450 Winks Lane

Bensalem, PA 19020

DOMESTIC FILING

NAME: LANE BRYANT #6353, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

LANE BRYANT #6353, LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:450 WINKS LANEBENSALEM, PA 19020**Mailing Address:**3750 STATE ROADBENSALEM, PA 19020ATTN: TAX DEPARTMENT**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

Corporation Service Company

Name

1201 Elys StreetFlorida street address (P.O. Box NOT acceptable)TallahasseeFLORIDA 32301

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes..

Corporation Service Company

By Elizabeth H. Pennington

Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

LANE BRYANT, INC.

450 WINKS LANE

BENSALEM, PA 19020

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: TINA LOUISE GRODZISKI, ORGANIZER

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)