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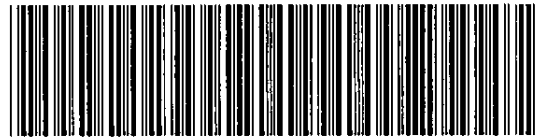
(Business Entity Name)

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DATE: 1-28-16

WALK IN

ENTITY NAME: FAS BP, LLC
(Conversion and Articles of Organ)

****PLEASE FILE THE ATTACHED AND RETURN:****

☒ Plain Copy

☐ Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

☐ Certified Copy of Arts & Amendments

☐ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 25 + 125 \$150⁰⁰

CHECK NUMBER: 2237

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

ARTICLES OF CONVERSION
for
"OTHER BUSINESS ENTITY"
into
FLORIDA LIMITED LIABILITY COMPANY

These Articles of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of these Articles of Conversion is Boston Proper, Inc. 165169

2. The "Other Business Entity" is a corporation first incorporated under the laws of the State of Florida on May 11, 1951.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is FAS BP, LLC.

4. These Articles of Conversion are effective as of the date of their filing.

Signed this 18 day of January, 2016

Signature of Authorized Person: 

Printed Name: Kevin R. Schockling

Title: Vice President - Tax

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
for
FAS BP, LLC
a Florida Limited Liability Company

Pursuant to Section 605.0201, Florida Statutes, the undersigned hereby submits the following Articles of Organization of FAS BP, LLC, for the propose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is FAS BP, LLC.

ARTICLE II

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

11215 Metro Parkway
Fort Myers, Florida 33966

ARTICLE III

The name and street address of the Limited Liability Company's registered agent is:

Corporate Creations Network, Inc.
11380 Prosperity Farms Road, #221E
Palm Beach Gardens, Florida 33410

ARTICLE IV

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:
Authorized Member

Name and Address:
Chico's FAS, Inc.

[Signature page follows]

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IN WITNESS WHEREOF, these Articles of Organization are hereby executed by the undersigned authorized representative of the Limited Liability Company.

By: Kevin R. Schockling
Name: Kevin R. Schockling
Title: Authorized Representative

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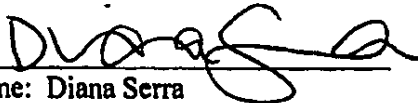
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SECRETARY OF STATE
JAN 29 2007

Acceptance and Appointment of Registered Agent

Corporate Creations Network, Inc., 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, hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporate Creations Network, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Corporate Creations Network, Inc.

By: 
Name: Diana Serra
Title: Vice President

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