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AUG 25 2016

S. YOUNG

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 264864 7171103

AUTHORIZATION :

[Signature]

COST LIMIT : \$125.00

ORDER DATE : August 24, 2016

ORDER TIME : 8:52 AM

ORDER NO. : 264864-005

CUSTOMER NO: 7171103

FOREIGN FILINGS

NAME: VF CONTEMPORARY BRANDS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. VF Contemporary Brands, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. 26-0679793
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 4440 E. 26th Street
Los Angeles, CA 90058
(Street Address of Principal Office)

6. 105 Corporate Center Blvd.
Greensboro, NC 27408
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 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: Corporation Service Company
[Signature]
(Registered agent's signature)

Courtney Williams
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Please see attached Exhibit A.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Mark R Townsend
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Mark R. Townsend - Assistant Secretary
Typed or printed name of signee

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Exhibit A

Name	Title	Work Address
Susan Kellogg	President	4440 E. 26 th Street Los Angeles, CA 90058
Martin Dunstheimer	Vice President and Chief Financial Officer – Splendid and Ella Moss Brands	777 S. Alameda Street Los Angeles, CA 90021
Patrick J. Guido	Vice President	105 Corporate Center Blvd. Greensboro, NC 27408
Christopher Light	Vice President and Chief Financial Officer – Seven For All Mankind Brand	4440 E. 26 th Street Los Angeles, CA 90023
Bryan H. McNeill	Vice President	105 Corporate Center Blvd. Greensboro, NC 27408
Laura C. Meagher	Vice President and Secretary	105 Corporate Center Blvd. Greensboro, NC 27408
Barry Miguel	Vice President and President – Seven For All Mankind Brand	4440 E. 26 th Street Los Angeles, CA 90058
Kim Racine	Vice President and Chief Financial Officer, Contemporary Brands	6550 Katella Avenue Cypress, CA 90630
Scott A. Roe	Vice President	105 Corporate Center Blvd. Greensboro, NC 27408
Ryan K. Smith	Vice President	105 Corporate Center Blvd. Greensboro, NC 27408
Mark R. Townsend	Assistant Secretary	105 Corporate Center Blvd. Greensboro, NC 27408
Eric Ziedins	Vice President – Supply Chain	6550 Katella Avenue Cypress, CA 90630

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VF CONTEMPORARY BRANDS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VF CONTEMPORARY BRANDS, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2007.

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

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You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202877384

Date: 08-24-16