



THE UNITED STATES
CORPORATION
COMPANY

M97000000325

ACCOUNT NO. : 072100000032

REFERENCE : 359663 4391047

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 285.00

ORDER DATE : May 8, 1997

ORDER TIME : 8:52 AM

ORDER NO. : 359663-015

CUSTOMER NO: 4391047

900002184879--2

CUSTOMER: Ms. Lisa -. Mertens
The Gap Legal Department
1 Harrison Street

San Francisco, CA 94105

FOREIGN FILINGS

NAME: GAP (FLORIDA) 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: Warren Whittaker

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 20 PM 12:56

B/K
5/20/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

WARREN WHITTAKER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: GAP (FLORIDA) LLC
Ref. Number: W97000011716

RESUBMIT

Please give original
submission date as file date.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 20 PM 12:56

We have received your document for GAP (FLORIDA) LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please note that the word "Florida" in the name GAP (FLORIDA) LLC does NOT distinguish it from the name of the Florida corporation called "GAP INC."

Please also note that although GAP INC. is currently in an "ADMINISTRATIVELY DISSOLVED" status, its name is being reserved until August 23, 1997, in case the corporation decides to reinstate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 597A00027013

RECEIVED
97 JUN -4 AM 10:38
DIVISION OF CORPORATIONS

**WRITTEN CONSENT OF THE
MANAGER OF
GAP (FLORIDA) LLC**

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The undersigned, constituting the sole manager of Gap (Florida) LLC, a California limited liability company (the "Company"), hereby adopts the following preamble and resolutions:

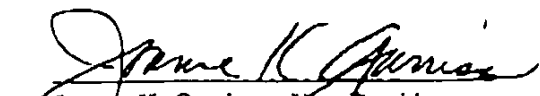
WHEREAS, it is in the best interest of the Company to do business in Florida although the Company's name is unavailable in the state of Florida.

NOW, THEREFORE, BE IT RESOLVED, that in the state of Florida the Company adopt an alternate name under which it will do business.

FURTHER RESOLVED, that in the state of Florida Gap (Florida) LLC will do business as Gap Stores (Florida) LLC.

Dated: June 2, 1997

The Gap, Inc.


Joanne K. Garrison, Vice President
Associate General Counsel

Post-It® Fax Note		7671	Date	# of pages
To	Dianne French		From	Lisa Mertens
Co/Dept			Co	Gap
Phone #			Phone #	
Fax #	916 649-9932		Fax #	

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. Gap (Florida) LLC doing business in Florida as GAP STORES (FLORIDA) LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. California
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. April 22, 1997
(Date of Organization)

5. 2047
(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))

7. 900 Cherry Avenue, San Bruno, CA 94066
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
 (attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>The Gap, Inc.</u>	<u>MGRM</u>	_____	_____
<u>One Harrison Street</u>		_____	
<u>San Francisco, CA 94105</u>	<u>P19659</u>	_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

Filing Fee: \$ 52.50 for Application

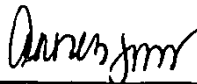
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____

Gap (Florida) LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 32,000,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Anne B. Gust, Sr. Vice President
The Gap, Inc.

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Gap (Florida) LLC

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box or Mail Drop Box NOT acceptable)

TALLAHASSEE, FLORIDA 32301

(City/State/Zip)

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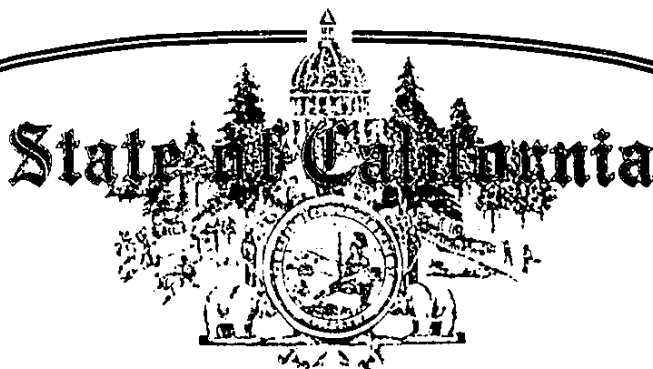
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

DEBORAH D. SKIPPER, AS AGENT

By: Deborah D. Skipper
(Signature)

05-15-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 22nd day of April, 19 97

GAP (FLORIDA) LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
15th day of May, 1997

Bill Jones
Secretary of State