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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

M98-441

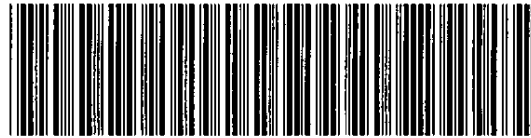
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FILED  
08 MAY 12 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. O'Connell MAY 13 2008



**Vorys, Sater, Seymour and Pease LLP**

Legal Counsel

52 East Gay St.  
PO Box 1008  
Columbus, OH 43216-1008  
614.464.6400

[www.vorys.com](http://www.vorys.com)

**Founded 1909**

Stephanie A. Ludwig, Paralegal  
Direct Dial (614) 464-6222  
Facsimile (614) 719-5215  
E-Mail - [saludwig@vorys.com](mailto:saludwig@vorys.com)

May 6, 2008

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Application by Foreign Limited Liability Company to File Amendment to  
Application for Authorization to Transact Business in Florida

Dear Secretary of State Clerk:

On behalf of Express, LLC, a Delaware limited liability company currently registered with the Florida Secretary of State, please accept this Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida and the enclosed \$55.00 filing fee to change the name under which the company will conduct business in Florida from Limited Express, LLC to Express Fashion Apparel, LLC. For your reference, I have also enclosed an Officer's Certificate which certifies that the attached resolution which authorize the change of the name the company is required to use in Florida was adopted and approved by the Board of Managers of the company.

Please note that the true name of the company as it is chartered in its domestic state has not changed and will remain Express, LLC. I have enclosed an additional copy of this filing, and request that you return any evidence of filing to me in the self-addressed and stamped envelope. Please let me know if there is any further information needed or if there are any complications with this filing.

Sincerely,

Stephanie A. Ludwig  
Corporate Paralegal

SAL/s

Enclosures

**WASHINGTON**  
1828 L St. NW  
Eleventh Floor  
Washington, DC 20036-5109  
202.467.8800

**CLEVELAND**  
1375 East Ninth St.  
2100 One Cleveland Center  
Cleveland, OH 44114-1724  
216.479.6100

**CINCINNATI**  
221 East Fourth St.  
Suite 2000, Atrium Two  
PO Box 0236  
Cincinnati, OH 45201-0236

**ALEXANDRIA**  
277 South Washington St.  
Suite 310  
Alexandria, VA 22314  
703.837.6999

**AKRON**  
106 South Main St.  
Suite 1100  
Akron, OH 44308  
330.208.1000

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Express LLC  
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Stephanie Ludwig**

(Name of Person)

**Vorys, Sater, Seymour and Pease, LLP**

(Firm/Company)

52 East Gay St.

(Address)

Columbus, OH 43215

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie Ludwig

(Name of Person)

at (614)

464-6222

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☒ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

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

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of  
State: Limited Express, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 4/30/98

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the  
change effected under the laws of its jurisdiction of organization? Not changed in Delaware

5. New name of the limited liability company: Express Fashion Apparel, LLC  
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

assumed name in Florida instead of Limited Express, LLC (True name of Company in DE is still "Express, LLC")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in  
Florida and attach a copy of the written consent of the managers or managing members adopting  
the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C."  
or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

\_\_\_\_\_

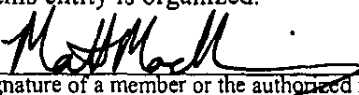
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

\_\_\_\_\_

8. If the amendment corrects any false statement, indicate the statement being corrected and the  
correction: \_\_\_\_\_

\_\_\_\_\_

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned  
amendment(s), duly authenticated by the official having custody of records in the jurisdiction  
under the law of which this entity is organized.

  
Signature of a member or the authorized representative of a member

Matthew Moellering, Chief Financial Officer

\_\_\_\_\_  
Typed or printed name of signer

**Filing Fee: \$25.00**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 MAY 12 PM 3:39

FILED

**RESOLUTION OF FOREIGN LIMITED LIABILITY COMPANY  
ADOPTING A FICTITIOUS NAME**

I, Matthew Moellering, certify that I am the Chief Financial Officer and an Authorized Representative of Express, LLC, a limited liability company organized under the laws of the state of Delaware (the "Company"), and that the attached is a true and correct copy of resolutions duly adopted by the Board of Managers of the Company on the 25<sup>th</sup> day of February, 2008.

  
Matthew Moellering

**EXPRESS, LLC**

**CONSENT IN LIEU OF A  
SPECIAL MEETING OF THE BOARD OF MANAGERES**

The undersigned, constituting all of the members of the Board of Managers (the "Board") of Express, LLC, a Delaware limited liability company (the "Company"), hereby take the following actions and adopt the following resolutions by unanimous written consent, dated February 25, 2008 pursuant to Section 18-404(d) of the Limited Liability Company Act of the State of Delaware:

**1. CHANGE OF ASSUMED/FICTITIOUS NAME**

RESOLVED, that in all states where the Company is licensed, qualified or transacting business under the name of "Limited Express, LLC", "Express, LLC of Delaware" or "Compagnie Internationale Express, LLC" (the "Original Assumed Names") because its true company name was not available for use (the "Foreign States"), the Company hereby cancels the use of the Original Assumed Names, and adopts the assumed/fictitious name of "Express Fashion Apparel" or "Express Fashion Apparel, LLC" (the "New Assumed Name") in accordance with each of the respective state codes; and further

RESOLVED that any one or more of the officers of the Company (the "Authorized Representatives") be, and each of them hereby is, authorized and directed to (1) make, execute, deliver and file any and all such documents as may be required by the laws of each respective state to evidence the cancellation of the Original Assumed Names, (2) publish assumed/fictitious name notices, if required by the respective state statutes; (3) make, execute, deliver and file any and all such other documents as may be required by the laws of each respective state to evidence the adoption of the New Assumed Name and any additional specific resolutions required by the laws of any such state in order to transact business under the New Assumed Name and (4) such specific state assumed/fictitious name resolutions shall be adopted in their entirety as if rewritten and incorporated herein, provided that a

copy of such resolutions shall be attached hereto and included in the records of the Company.

## **2. RATIFICATION OF PAST ACTIONS**

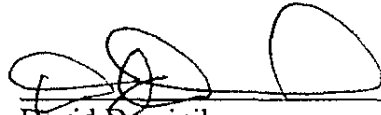
RESOLVED, that any and all actions taken by any one or more of the officers of the Company that would have been authorized by the foregoing resolutions but for the fact that such acts were taken prior to the adoption of the foregoing resolutions are hereby severally ratified, confirmed, approved, and adopted as acts in the name and on behalf of the Company.


The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the Board, duly called and constituted, pursuant to the laws of the State of Delaware.

This consent may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same consent.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Managers of the Company, have executed this Consent as of the date first above written.

  
\_\_\_\_\_  
David Dominik

  
\_\_\_\_\_  
Stefan Kaluzny

\_\_\_\_\_  
Michael Weiss

\_\_\_\_\_  
Anne Bramman

\_\_\_\_\_  
Timothy J. Faber

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Managers of the Company, have executed this Consent as of the date first above written.

\_\_\_\_\_  
David Dominik

\_\_\_\_\_  
Stefan Kaluzny



\_\_\_\_\_  
Michael Weiss

\_\_\_\_\_  
Anne Bramman

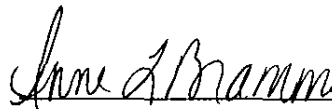
\_\_\_\_\_  
Timothy J. Faber

IN WITNESS WHEREOF, the undersigned, constituting all of the  
members of the Board of Managers of the Company, have executed this Consent as of the date  
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Stefan Kaluzny

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Michael Weiss

  
\_\_\_\_\_  
Anne Bramman

  
\_\_\_\_\_  
Timothy J. Faber