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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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**DOMESTICATION  
ANNTAYLOR RETAIL, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
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CERTIFICATE OF DOMESTICATION

The undersigned, Jessica Y. Camuffo, Secretary, (Name) (Title)

of AnnTaylor Retail, Inc. a foreign corporation, (Corporation Name) in accordance with s. 607.1801, Florida Statutes, does hereby certify:

- 1. The date on which corporation was first formed was January 18, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was AnnTaylor Retail, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is AnnTaylor Retail, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Secretary, of AnnTaylor Retail, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of October, 2012.

Handwritten signature of Jessica Y. Camuffo, Secretary, with (Authorized Signature) text below.

Table with 2 columns: Filing Fee, Amount. Rows include Certificate of Domestication (\$ 50.00), Articles of Incorporation and Certified Copy (\$ 78.75), and Total to domesticate and file (\$128.75).

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**COVER LETTER**

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

**SUBJECT: AnnTaylor Retail, Inc.**

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status \$ 8.75

Jan R. Ezell, Corporate Paralegal  
Name (printed or typed)

Alston & Bird LLP, 1201 West Peachtree Street  
Address

Atlanta, GA 30309-3424  
City, State & Zip

(404) 881-7442  
Daytime Telephone Number

chaneak\_freeman@anntaylor.com  
E-mail address: (to be used for future annual report notification)

**ARTICLES OF INCORPORATION  
OF  
ANNTAYLOR RETAIL, INC.**

**ARTICLE 1  
NAME**

The name of the corporation is AnnTaylor Retail, Inc. (the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 7 Times Square Tower, New York, New York 10036.

**ARTICLE 3  
AUTHORIZED SHARES**

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than one hundred (100) shares of capital stock. These shares shall be one class, with a par value of \$0.01 per share, and shall be designated as "Common Stock." The holders of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 4  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at the registered office is Corporation Service Company.

**ARTICLE 5  
INCORPORATOR**

The name and address of the incorporator is:

Kyle G. Healy  
Alston & Bird LLP  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

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**ARTICLE 6  
LIMITATION OF DIRECTOR LIABILITY**

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

*[Signature on following page]*

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IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 26th day of October, 2012.



Kyle G. Healy  
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as the initial registered agent to accept service of process for AnnTaylor Retail, Inc. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATION SERVICE COMPANY

Date: 10-26-12

By: [Signature]  
Name: Sue G. Knight  
Title: Assistant Vice President

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TALLAHASSEE, FLORIDA