

P20089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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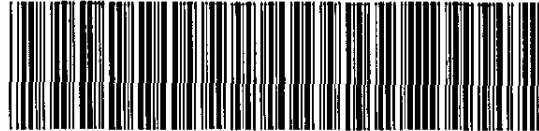
(Business Entity Name)

(Document Number)

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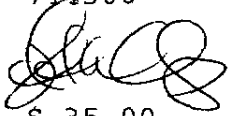
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Chong

DEC 9 9 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 744300 7126280
AUTHORIZATION : 
COST LIMIT : \$ 35.00

ORDER DATE : December 7, 2005

ORDER TIME : 9:50 AM

ORDER NO. : 744300-065

CUSTOMER NO: 7126280

CHANGE OF AGENT

NAME: THE CHILDREN'S PLACE RETAIL
STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: THE CHILDREN'S PLACE RETAIL STORES, INC.
2. The principal office address: 915 Secaucus Road, Secaucus, NJ 07094
3. The mailing address (if different): _____

4. Date of incorporation/qualification: July 18, 1988 Document number: P20089

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

United Corporate Services, Inc.

9200 South Dadeland Blvd., Suite 508

Miami, FL 33156

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

(P.O. Box NOT acceptable)

Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Maureen Cullen
(Signature of an officer or director)

Maureen Cullen, Attorney in Fact

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company

By: Sylvia Queppet

(Signature of Registered Agent)

December 5, 2005

(Date)

If signing on behalf of an entity:

Sylvia Queppet, Asst. Vice President

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***