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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

APR 28 2011

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

BY JMD 12:22
29-143404

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Anthropologie, Inc.
2. It is incorporated under the laws of Pennsylvania
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 02/24/1992 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5000 S. Broad Street, Philadelphia, PA 19112

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Retail sale of clothing and accessories.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	See Attachment	
Director		
Director		
Director		

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>See Attachment</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>	<u></u>	<u>.01</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 175,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 2,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 1 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 1,000,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 3,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .3 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/26/11


Signature of Authorized Officer of the Corporation

Eric Artz, CFO

Type or Print Name of Authorized Officer

**Anthropologie, Inc.
Officer/Director Attachment**

<u>Name</u>	<u>Title</u>
Richard A. Hayne	Chairman of the Board & President
Glen T. Senk	Director & Chief Executive Officer
Eric Artz	Director & Chief Financial Officer
Glen A. Bodzy	General Counsel & Secretary

Directors

Richard A. Hayne
Glen T. Senk
Scott A. Belair
Harry S. Cherken, Jr.
Joel S. Lawson III
Robert H. Strouse
Eric Artz

Business address for all Officers/Directors is: 5000 S. Broad Street,
Philadelphia, PA 19112

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
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**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE**

APRIL 26, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ANTHROPOLOGIE, INC.

is duly incorporated as a Pennsylvania Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Certificate of Good Standing shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol A. Riddle

Acting Secretary of the Commonwealth