



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

**COPY**

Edward S. Inman, III, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-222-3040



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

FORM MUST BE TYPED OR PRINTED IN BLACK

1. Corporate ID No. 95101 2. Name of Corporation ONE PRICE CLOTHING STORES, INC.

Street Address Principal Business Office 1875 E. Main St. City Duncan State SC Zip 29334

Business Phone No. 864-433-8888 3. State of Incorporation DELAWARE 6. SIC Code 3913

Brief Description of the Character of Business Conducted in Rhode Island None

**9. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <u>Leonard Snyder</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Vice President Name <u>H. Dane Reynolds</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>
Secretary Name <u>Grant H. Gibson</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Treasurer Name <u>C. Burt Duren</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>

**10. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <u>Leonard Snyder</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Director Name <u>Laurie Shanon</u> Street Address <u>181 Berkeley Place, Suite 4</u> City <u>Brooklyn</u> State <u>NY</u> Zip <u>11217</u>
Director Name <u>Renee Iovine</u> Street Address <u>937 Haverford Rd.</u> City <u>Bryn Mawr</u> State <u>PA</u> Zip <u>19010</u>	Director Name <u>Malcolm Sherman</u> Street Address <u>One Apple Hill, Suite 316</u> City <u>Natick</u> State <u>MA</u> Zip <u>01760</u>

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
<u>35,500,000</u>	<u>\$0.01 PAR VALUE</u>	
<u>500,000</u>	<u>Preferred</u>	<u>\$0.01</u>
<u>0,000,000</u>	<u>Common</u>	<u>\$0.01</u>

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
<u>3,006,019</u>	<u>Common</u>	<u>\$ 0.01</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 1-24-03

Check No.: 108276

By: lp



\* 9 5 1 0 1 \*

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 1/10/03

Print or Type Name of Officer C. Burt Duren

Title of Officer Treasurer

Appendix to Rhode Island  
Application for Certificate of Authority

**Directors of  
One Price Clothing Stores, Inc.**

---

1. Henry D. Jacobs, Jr.  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
2. Raymond S. Waters  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
3. David F. Bellet  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
4. Charles D. Moseley, Jr.  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
5. Laurie M. Shahon  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
6. Malcolm L. Sherman  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
7. James M. Shoemaker, Jr.  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
8. Cynthia R. Cohen  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
9. Larry I. Kelley  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334

Appendix to Rhode Island  
Application for Certificate of Authority

**Officers of  
One Price Clothing Stores, Inc.**

---

1. Stephen A. Feldman, Executive Vice President and CFO  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
2. Diane O'Bryant, Assistant Secretary  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
3. Larry I. Kelley, President/CEO  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334
4. Grant H. Gibson, Vice President and Secretary  
1875 East Main Street, Hwy. 290, Commerce Park  
Duncan, South Carolina 29334

Entity Information  
FOR  
ONE PRICE CLOTHING STORES, INC.

Entity ID: 95101 Charter: FBC Status: AC Chapter: State: DELAWARE  
 Elected Name:  
 Key Words: ONE PRICE CLOTHING STORES CLOTH  
 Purpose: RETAIL CLOTHING STORES.  
 File Date: 05/19/1997 Effective Date: Report Date: 01/24/2003  
 Duration: PERPETUAL SIC Code: 3913

**Agent Information**

Agent: CORPORATION SERVICE COMPAN Resigned: N Address Maintained: Y  
 C/O Address: Street: 170 WESTMINSTER STREET, SUIT  
 City: PROVIDENCE State: RI Zip: 02903  
 Country: USA Phone: Fax:  
 E Mail: Url:

**Business / Principle / Specified Address**

Street: 1875 EAST MAIN STREET City: DUNCAN State: SC Zip: 29334  
 Country: USA Phone: 8644338888 Fax:  
 E Mail: Url:

**Share Information**

Type	Qty	Class	Series	Par Value
AUTHORIZED	35500000			\$0.01
ISSUED	2943769	COMMON		\$0.01

**Officer / Director / Partner / Manager Information**

First: LEONARD MI: Last: SNYDER Suffix: Type: P  
 Street: 1875 EAST MAIN STREET City: DUNCAN State: SC Zip: 29334 Country: USA  
 Phone: Fax: Email: Url:

**Mailing information:**

Contact First Name: MI: Contact Last Name:  
 Street: City: State: Zip:  
 Country: USA Type:



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2003  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **95101**  
2. Name of Corporation **ONE PRICE CLOTHING STORES, INC.**  
3. Street Address Principal Business Office  
**1875 E. Main St.**  
4. Business Phone No. **864-433-8888**  
5. State of Incorporation **DELAWARE**  
7. Brief Description of the Character of Business Conducted in Rhode Island  
**None**

City **Duncan** State **SC** Zip **29334**  
6. SIC Code **3913**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name  
**Leonard Snyder**  
Street Address  
**1875 E. Main St.**  
City **Duncan** State **SC** Zip **29334**

Vice President Name  
**H. Dane Reynolds**  
Street Address  
**1875 E. Main St.**  
City **Duncan** State **SC** Zip **29334**

Secretary Name  
**Grant N. Gibson**  
Street Address  
**1875 E. Main St.**  
City **Duncan** State **SC** Zip **29334**

Treasurer Name  
**C. Burt Duren**  
Street Address  
**1875 E. Main St.**  
City **Duncan** State **SC** Zip **29334**

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name  
**Leonard Snyder**  
Street Address  
**1875 E. Main St.**  
City **Duncan** State **SC** Zip **29334**

Director Name  
**Laurie Shanon**  
Street Address  
**181 Berkeley Place, Suite 4**  
City **Brooklyn** State **NY** Zip **11217**

Director Name  
**Renee Love**  
Street Address  
**937 Haverford Rd.**  
City **Bryn Mawr** State **PA** Zip **19010**

Director Name  
**Malcolm Sherman**  
Street Address  
**One Apple Hill, Suite 316**  
City **Natick** State **MA** Zip **01760**

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
<b>35,500,000</b>	<b>\$0.01 PAR VALUE</b>	
<b>500,000</b>	<b>Preferred</b>	<b>\$0.01</b>
<b>10,000,000</b>	<b>Common</b>	<b>\$0.01</b>

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
<b>3,006,019</b>	<b>Common</b>	<b>\$0.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: 1-24-03

Check No.: 108276

By: lp

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 1/10/03

Print or Type Name of Officer C. Burt Duren

Title of Officer Treasurer

**One Price Clothing Stores In  
Board of Directors**

<b>Name</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board and CEO	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Renee Love	2000	Omega Group, Inc. 937 Haverford Road Bryn Mawr, Pennsylvania 19010-3819
Laurie M Shahon	1994	Wilton Capital Group 181 Berkeley Place, Suite 4 Brooklyn, New York 11217
Malcolm L Sherman	1993	One Apple Hill, Suite 316 Natick, Massachusetts 01760
Robert Stevenish	2000	Modell's Sporting Goods 498 Seventh Avenue, 20th Floor New York, NY 10018-6701
Allan Tofias	1999	2044 Beacon Street Newton, Massachusetts 02468



STATE OF RHODE ISLAND  
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Office of the Secretary of State

Edward S. Inman, III, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 95101 2. Name of Corporation ONE PRICE CLOTHING STORES, INC.  
3. Street Address Principal Business Office 1875 E. Main St. City Duncan State SC Zip 29334  
4. Business Phone No. 864-486-6354 5. State of Incorporation DELAWARE 6. SIC Code 3913  
7. Brief Description of the Character of Business Conducted in Rhode Island None

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS

President Name <u>Leonard Snyder</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Vice President Name <u>H. Dane Reynolds</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>
Secretary Name <u>Grant H. Gibson</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Treasurer Name <u>C. Burt Duren</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name <u>Leonard Snyder</u> Street Address <u>1875 E. Main St.</u> City <u>Duncan</u> State <u>SC</u> Zip <u>29334</u>	Director Name <u>Laurie Shanon</u> Street Address <u>181 Berkeley Place, Suite 4</u> City <u>Brooklyn</u> State <u>NY</u> Zip <u>11217</u>
Director Name <u>Benee love</u> Street Address <u>937 Naverford Rd.</u> City <u>Bryn Mawr</u> State <u>PA</u> Zip <u>19010</u>	Director Name <u>Malcolm Sherman</u> Street Address <u>One Apple Hill, Suite 316</u> City <u>Natick</u> State <u>MA</u> Zip <u>01760</u>

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES  
Number of Shares 35,500,000 Class/Series \$0.01 PAR VALUE Par Value

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES  
Number of Shares 2,943,769 Class/Series \$0.01 Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: 1-22-02  
Check No.: 104609  
By: Cu

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

C. Burt Duren 1/15/02  
Signature of Officer Date  
C. Burt Duren  
Print or Type Name of Officer  
VP & Treasurer  
Title of Officer

**One Price Clothing Stores Inc  
Board of Directors**

<b>Name</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board and CEO	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Renee Love	2000	Omega Group, Inc. 937 Haverford Road Bryn Mawr, Pennsylvania 19010-3819
Laurie M Shahon	1994	Wilton Capital Group 181 Berkeley Place, Suite 4 Brooklyn, New York 11217
Malcolm L Sherman	1993	One Apple Hill, Suite 316 Natick, Massachusetts 01760
James M Shoemaker Jr	1991	Wyche, Burgess, Freeman & Parham 44 East Camperdown Way Greenville, South Carolina 29601
Robert Stevenish	2000	c/o Netmarket Group, Inc. 595 Summer Street, 5th Floor Stamford, Connecticut 06901
Allan Tofias	1999	2044 Beacon Street Newton, Massachusetts 02468

**One Price Clothing Stores Inc  
Officers**

<b>Name and Title</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board and CEO	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
H Dane Reynolds Senior Vice President and Chief Financial Officer	1999	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Grant H Gibson Vice President, General Counsel and Secretary	1995	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
C Burt Duren Vice President and Treasurer	1996	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Diane G O'Bryant Assistant Secretary	1993	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **95101** 2. Name of Corporation **ONE PRICE CLOTHING STORES, INC.**

3. Street Address Principal Business Office **1875 E MAIN ST** City **DUNCAN** State **SC** Zip **29334**  
4. Business Phone No. **864.486.6423** 5. State of Incorporation **DELAWARE** 6. SIC Code **3913**

7. Brief Description of the Character of Business Conducted in Rhode Island

**NO RHODE ISLAND ACTIVITY**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>LEONARDO SNYDER</b>	Vice President Name <b>H DANE REYNOLDS</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>
Secretary Name <b>GRANT H GIBSON</b>	Treasurer Name <b>C BURG DUREN</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>LEONARDO SNYDER</b>	Director Name <b>LAURIE M SHAWON</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>181 BERKELEY PLACE, SUITE 4</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>BROOKLYN</b> State <b>NY</b> Zip <b>11217</b>
Director Name <b>RENEE LOVE</b>	Director Name <b>MALCOLM L SHERMAN</b>
Street Address <b>937 HAVERCORN RO</b>	Street Address <b>ONE APPLE HILL, SUITE 316</b>
City <b>BRYN MAWR</b> State <b>PA</b> Zip <b>19010</b>	City <b>NATICK</b> State <b>MA</b> Zip <b>01760</b>

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**35,500,000 \$0.01 PAR VALUE**

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

ISSUED SHARES  
Number of Shares Class/Series Par Value  
**10,514,091 Common \$ 0.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: \_\_\_\_\_

Check No.: \_\_\_\_\_

By: \_\_\_\_\_

FOR SECRETARY OF STATE USE ONLY

**FILED**  
**FEB 26 2001**  
**BY [Signature]**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer \_\_\_\_\_ Date **02-14-2001**

Print or Type Name of Officer **C BURG DUREN**

Title of Officer **TREASURER**

**One Price Clothing Stores Inc  
Officers**

<b>Name and Title</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board and CEO	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
H Dane Reynolds Senior Vice President and Chief Financial Officer	1999	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Grant H Gibson Vice President, General Counsel and Secretary	1995	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
C Burt Duren Vice President and Treasurer	1996	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Diane G O'Bryant Assistant Secretary	1993	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334

**One Price Clothing Stores Inc  
Board of Directors**

<b>Name</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board and CEO	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Renee Love	2000	Omega Group, Inc. 937 Haverford Road Bryn Mawr, Pennsylvania 19010-3819
Laurie M Shahon	1994	Wilton Capital Group 181 Berkeley Place, Suite 4 Brooklyn, New York 11217
Malcolm L Sherman	1993	One Apple Hill, Suite 316 Natick, Massachusetts 01760
James M Shoemaker Jr	1991	Wyche, Burgess, Freeman & Parham 44 East Camperdown Way Greenville, South Carolina 29601
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Allan Tofias	1999	2044 Beacon Street Newton, Massachusetts 02468



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-222-3040



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **95101** 2. Name of Corporation **ONE PRICE CLOTHING STORES, INC.**  
3. Street Address Principal Business Office **1875 E MAIN ST** City **DUNCAN** State **SC** Zip **29334**  
4. Business Phone No. **864-486-6354** 5. State of Incorporation **DELAWARE** 6. SIC Code **3913**  
7. Brief Description of the Character of Business Conducted in Rhode Island **NO RHODE ISLAND ACTIVITY YET**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>LARRY I KELLEY</b>	Vice President Name <b>H DANE REYNOLDS</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>
Secretary Name <b>GRANT H GIBSON</b>	Treasurer Name <b>C BURT DUREN</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>LEONARD SNYDER</b>	Director Name <b>WARREN FLICK</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>
Director Name <b>LARRY I KELLEY</b>	Director Name <b>LAURIE M SHAHON</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>181 BORKELEY PL, STE 4</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>BROOKLYN</b> State <b>NY</b> Zip <b>11217</b>

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  
Number of Shares **35,500,000** Class/Series **\$0.01** Par Value **PAR VAL**

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

ISSUED SHARES  
Number of Shares **10,489,091** Class/Series **COMMON** Par Value **\$0.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: **2/28/00**  
Check No.: **0053420**  
By: **RD**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
Signature of Officer **C Burt Duren** Date **02-11-00**  
Print or Type Name of Officer **C BURT DUREN**  
Title of Officer **TREASURER**

15

**One Price Clothing Stores Inc  
Officers**

<b>Name and Title</b>	<b>Year Took Office</b>	<b>Business Address</b>
Larry I Kelley President and CEO	1997	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
H Dane Reynolds Senior Vice President and Chief Financial Officer	1999	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Grant H Gibson Vice President, General Counsel and Secretary	1995	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
C Burt Duren Vice President and Treasurer	1996	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Diane G O'Bryant Assistant Secretary	1993	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334

**One Price Clothing Stores Inc  
Board of Directors**

<b>Name</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Larry I Kelley President and CEO	1997	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Warren Flick	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Laurie M Shahon	1994	Wilton Capital Group 181 Berkeley Place, Suite 4 Brooklyn, New York 11217
Malcolm L Sherman	1993	EKCO Group Inc 98 Spit Brook Road, Suite 102 Nashua, New Hampshire 03062
James M Shoemaker Jr	1991	Wyche, Burgess, Freeman & Parham 44 East Camperdown Way Greenville, South Carolina 29601
Allan Tofias	1999	2044 Beacon Street Newton, Massachusetts 02468



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **95101** 2. Name of Corporation **ONE PRICE CLOTHING STORES, INC.**  
3. Street Address Principal Business Office **1875 E MAIN ST** City **DUNCAN** State **SC** Zip **29334**  
4. Business Phone No. **864-433-8888** 5. State of Incorporation **DELAWARE** 6. SIC Code **3913**  
7. Brief Description of the Character of Business Conducted in Rhode Island  
**NO RHODE ISLAND ACTIVITY**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>LARRY J KELLEY</b>	Vice President Name
Street Address <b>1875 E MAIN ST</b>	Street Address
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City State Zip
Secretary Name <b>GRANT H GIBSON</b>	Treasurer Name <b>C BURT DUREN</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>LEONARD SNYDER</b>	Director Name <b>LAURIE M SHAWON</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>181 BERKELEY PLACE, SUITE 4</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>BROOKLYN</b> State <b>NY</b> Zip <b>11217</b>
Director Name <b>LARRY J KELLEY</b>	Director Name <b>WARREN FLICK</b>
Street Address <b>1875 E MAIN ST</b>	Street Address <b>1875 E MAIN ST</b>
City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>	City <b>DUNCAN</b> State <b>SC</b> Zip <b>29334</b>

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
<b>35,500,000</b>		<b>\$0.01 PAR VAL</b>

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
<b>10,439,531</b>	<b>Common</b>	<b>\$0.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: Feb 26, 1999  
Check No.: 19714  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2-22-99  
Print or Type Name of Officer: C BURT DUREN  
Title of Officer: TREASURER

**One Price Clothing Stores Inc  
Officers**

<b>Name and Title</b>	<b>Year Took Office</b>	<b>Business Address</b>
Larry I Kelley President and CEO	1997	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Grant H Gibson Vice President, General Counsel and Secretary	1995	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
C Burt Duren Treasurer	1996	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Diane G O'Bryant Assistant Secretary	1993	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334

**One Price Clothing Stores Inc  
Board of Directors**

<b>Name</b>	<b>Year Took Office</b>	<b>Business Address</b>
Leonard Snyder Chairman of the Board	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Larry I Kelley President and CEO	1997	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Warren Flick	1998	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334
Laurie M Shahon	1994	Wilton Capital Group 181 Berkeley Place, Suite 4 Brooklyn, New York 11217
Malcolm L Sherman	1993	EKCO Group Inc 98 Spit Brook Road, Suite 102 Nashua, New Hampshire 03062
James M Shoemaker Jr	1991	Wyche, Burgess, Freeman & Parham 44 East Camperdown Way Greenville, South Carolina 29601
Raymond S Waters	1984	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **95101** 2. Name of Corporation **ONE PRICE CLOTHING STORES, INC.**  
 3. Street Address Principal Business Office **1875 East Main Street** City **Duncan** State **SC** Zip **29334**  
 4. Business Phone No. **(864) 433-8888** 5. State of Incorporation **DELAWARE** 6. SIC Code **5600**  
 7. Brief Description of the Character of Business Conducted in Rhode Island **No Activity**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X**

President Name <b>Larry I. Kelley</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>	Vice President Name <b>Stephen A. Feldman</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>
Secretary Name <b>Grant H. Gibson</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>	Treasurer Name <b>C. Burt Duren</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X**

Director Name <b>Henry D. Jacobs, Jr.</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>	Director Name <b>David F. Bellet</b> Street Address <b>60 East 42nd Street</b> City <b>New York</b> State <b>NY</b> Zip <b>10165</b>
Director Name <b>Larry I. Kelley</b> Street Address <b>1875 East Main Street</b> City <b>Duncan</b> State <b>SC</b> Zip <b>29334</b>	Director Name <b>Charles D. Moseley, Jr.</b> Street Address <b>9 North Parkway Square</b> City <b>Atlanta</b> State <b>GA</b> Zip <b>30327</b>

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  

Number of Shares	Class/Series	Par Value
<b>35,500,000</b>		<b>\$0.01 PAR VAL</b>

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

ISSUED SHARES  

Number of Shares	Class/Series	Par Value
<b>10,435,531</b>	<b>Common</b>	<b>.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 5 1 0 1 \*

File Date: 3/24/98

Check No.: 71500

By: KW

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: C. Burt Duren Date: 2/2/98

C. Burt Duren  
Print or Type Name of Officer

Treasurer  
Title of Officer

# ONE PRICE® CLOTHING STORES, INC.

## OFFICERS

Name and Title	Business Address	Residence Address
Henry D. Jacobs, Jr. Chairman	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	320 Dale Drive Spartanburg, South Carolina 29307
Larry I. Kelley President and CEO	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	1218 Loch Lomond Drive Greenville, South Carolina 29615
Stephen A. Feldman Executive vice President & Chief Financial Officer	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	10 Churchill Downs Greenville, South Carolina 29615
Grant H. Gibson Vice President, General Counsel & Secretary	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	233 Stablegate Drive Campobello, South Carolina 29322
C. Burt Duren Treasurer	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	241 Mills Avenue Spartanburg, South Carolina 29302
Diane G. O'Bryant Assistant Secretary	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	9 — 3rd Street Inman, South Carolina 29349

OFFICE03.DOC  
Updated: 7/8/97  
Printed: 2/2/98

**ONE PRICE® CLOTHING STORES, INC.**  
**BOARD OF DIRECTORS**

Name	Business Address	Residence Address
Henry D. Jacobs, Jr.	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	320 Dale Drive Spartanburg, South Carolina 29307
Larry I. Kelley	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	1218 Loch Lomond Drive Greenville, South Carolina 29615
David F. Bellet	Crown Advisors Ltd. The Lincoln Building Suite 3405 60 East 42nd Street New York, New York 10165	125 East 72nd Street Apartment 11D New York, New York 10022
Charles D. Moseley, Jr.	Noro-Moseley Partners 9 North Parkway Square 4200 Northside Parkway, NW Atlanta, Georgia 30327	4159 Conway Valley Road, NW Atlanta, Georgia 30327
Laurie M. Shahon	Wilton Capital Group 825 Third Avenue, 40th Floor New York, New York 10022	181 Berkeley Place, Suite 4 New York, New York 11217
Malcolm L. Sherman	One Apple Hill - Suite 316 Natick, Massachusetts 01760	One Apple Hill, Suite 316 Natick, Massachusetts 01760
James M. Shoemaker, Jr.	Wyche, Burgess, Freeman & Parham 44 East Camperdown Way Greenville, South Carolina 29602	109 Pine Forrest Drive Greenville, South Carolina 29601
Cynthia R. Cohen	MARKETPLACE 2000 1001 South Bayshore Drive Suite 1806 Miami, Florida 33131	1541 Brickel Apartment 509 Miami, Florida 33131
Raymond S. Waters	1875 East Main Street Highway 290, Commerce Park Duncan, South Carolina 29334	32 Planters Row Port Royal Plantation Hilton Head Island, South Carolina 29928

**One Price® Clothing Stores, Inc.**  
**Tax Department Memorandum**

**DATE:** January 27, 1998  
**TO:** FILE  
**FROM:** Bob Shaw  
**RE:** Rhode Island Annual Report

The preprinted annual report received from the state of Rhode Island contains some incorrect information. According to the instructions accompanying the report, no preprinted information may be altered.

Specifically, the form indicates that we have 40,000,000 shares authorized; the correct number is 35,500,000. I reviewed the documents submitted upon qualification in Rhode Island to ascertain the number of shares indicated. The documents submitted clearly state the number of shares as 35,500,000.

A call to the state (401-222-3040) has cleared the matter up. The woman I spoke with in the corporations section verified that the application forms filed indicated 35,500,000 shares. She then corrected the state's information to reflect the proper number of shares. According to her, if we submit the annual report with the incorrect preprinted information, the state will reject it since the preprinted information no longer agrees with the state's records. She indicated we should "white-out" the incorrect number of shares and print the corrected number of shares in its place.

  
\_\_\_\_\_  
Bob Shaw