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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**LIMITED LIABILITY COMPANY**

**APPLICATION FOR REGISTRATION**

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Aero Operations LLC

This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

\_\_\_\_\_

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 09/13/2016

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

450 Veterans Memorial Parkway, Suite 7A East Providence, RI 02914  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T Corporation System  
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

Aeropostale, Inc. 112 W. 34th Street, 22nd Floor,  
New York, NY 10120

9. The mailing address for the limited liability company is:

Aeropostale, Inc. 112 W. 34th Street, 22nd floor. New York, NY 10120

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10. Management of the Limited Liability Company (check one only):

A. The limited liability company is to be managed  by its members. *(If you have checked this box, go to Item No. 11 – DO NOT LIST ANY NAMES IN SECTION B.)*

or

B. The limited liability company is to be managed  by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

\_\_\_\_\_ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

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

Date: September 22, 2016

Acro Operations LLC  
Print Exact Name of Limited Liability Company Making Application

By Andrew Juster  
Signature of Authorized Person  
Andrew Juster, Chief Financial Officer and Treasurer

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AERO OPERATIONS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2016.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.*



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202999273

Date: 09-15-16