

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR

CERTIFICATE OF REGISTRATION

OF

LIMREA PROPERTIES LIMITED PARTNERSHIP

To the Secretary of State

of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Limrea Properties Limited Partnership
and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is N/A

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is June 29, 19 90

THIRD: The general character of the business it proposes to transact in Rhode Island is
the acquisition and leasing of retail store fixtures and
leasehold improvements

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

c/o Gunnip & Co.

1409 Foulk Road, Suite 102

Wilmington, Delaware 19803

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

Limited Store Planning, Inc.

Two Limited Parkway, Columbus,
Ohio 43230

Limited Partners

Address

The Limited Stores, Inc.

Three Limited Parkway, Columbus, OH 43230

Limited Express, Inc.

One Limited Parkway, Columbus, OH 43230

Lane Bryant, Inc.

2800 Corporate Exchange Dr., Columbus, OH
43213

Victoria's Secret Stores, Inc.

Three Limited Parkway, Columbus, OH 43230

Lerner Stores, Inc.

460 West 33rd Street, New York, NY 10001

Henri Bendel, Inc.

10 West 57th Street, New York, NY 10019

Abercrombie & Fitch, Inc.

One Limited Parkway, Columbus, OH 43230

Indiana Retail Corporation

Two limited Parkway, Columbus, OH 43230

Victoria's Secret Catalogue, Inc.

Two Limited Parkway, Columbus, OH
43230

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SECRET
JUL 10 11 11 AM '90

Dated 4/29, 19 90.

Limrea Properties Limited Partnership
(Exact name of Limited Partnership making application)
Limited Store Planning, Inc.

By [Signature]
(General Partner)
John I. Trombley, Vice President -
Store Planning

State of Ohio

County of Franklin

} Sc.

At Columbus, Ohio

in said county on this

29th
day of June, 19 90, personally appeared before me
John I. Trombley, Vice President-Store Planning of Limited Store Planning, Inc.
("LSPI") LSPI
who, being by me first duly sworn, declared that he/she is a General Partner of the

Limrea Properties Limited Partnership, that he/she signed the foregoing
documents on behalf of said
General Partner of the limited partnership, and that the statements therein contained are true.

Rec'd & Filed JUL 10 1990

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

[Signature]
Notary Public
NOTARY PUBLIC, STATE OF RHODE ISLAND
MY COMMISSION EXPIRES DECEMBER 30, 1990

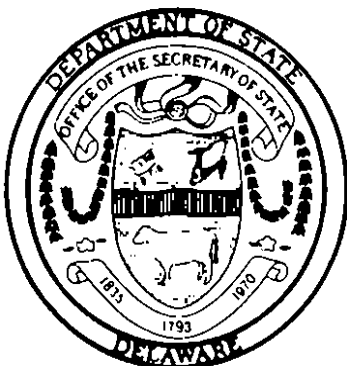
State of Delaware



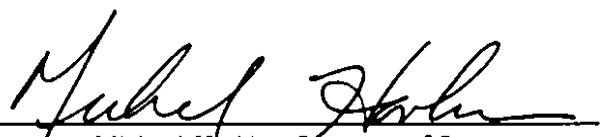
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF LIMREA PROPERTIES LIMITED PARTNERSHIP FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1990, AT 4:30 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION:

! 2713484

DATE:

07/03/1990