

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

The Limited Stores, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is The Limited Stores, Inc.

SECOND: The name which it elects to use in Rhode Island is The Limited Stores, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "Incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 16, 1981 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

The buying, selling and dealing in, at wholesale or retail, of women's clothing and furnishings of every kind and nature, and the doing of all things necessary and incident thereto.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Leslie H. Wexner	Director	Two Limited Parkway, Columbus, OH 43230
Robert H. Morosky	Director	Two Limited Parkway, Columbus, OH 43230
Kenneth B. Gilman	Director	Two Limited Parkway, Columbus, OH 43230
Timothy B. Lyons	Director	Two Limited Parkway, Columbus, OH 43230
Verna K. Gibson	President	Two Limited Parkway, Columbus, OH 43230
Kenneth B. Gilman	Assistant Secretary and Vice President	Two Limited Parkway, Columbus, OH 43230
Fred L. Nutt	Executive Vice President and Secretary	Two Limited Parkway, Columbus, OH 43230
Michael W. Solly	Vice President and Treasurer	Two Limited Parkway, Columbus, OH 43230
Timothy B. Lyons	Vice President	Two Limited Parkway, Columbus, OH 43230
David T. Kollat	Executive Vice President	Two Limited Parkway, Columbus, OH 43230

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
100	Common		\$1.00/share

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
10	Common		\$1.00/share

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 232,026,735

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 85,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 682,926,807

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 8, 19 86

The Limited Stores, Inc.

[Exact Corporate Name of Corporation Making Application]

By *Timothy Lyons*
Its Vice President, Timothy B. Lyons
and *Kenneth B. Gilman*
Its Assistant Secretary, Kenneth B. Gilman

STATE OF OHIO }
COUNTY OF FRANKLIN } Sc.

At Two Limited Parkway, Columbus, Ohio in said County on the 8th day
of May, 19 86, before me personally appeared
Timothy B. Lyons, who being by me first duly sworn, declared that
he is the Vice President of The Limited Stores, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Frances A. Camigliano
Notary Public

(NOTARIAL SEAL)

FRANCES A. CAMIGLIANO
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES MARCH 6 1990

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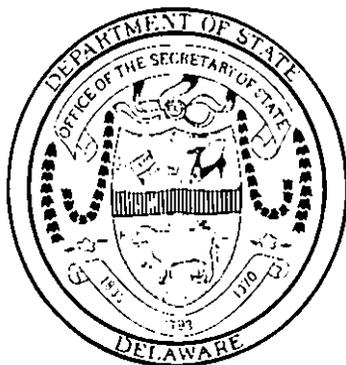


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on December 16, 1981



Michael Harkins
Michael Harkins, Secretary of State

BY: *M. Maguire*

DATE: April 30, 1986

April 30, 1986

The Office of the Secretary of State
of Rhode Island
Providence, RI 02903

RE: THE LIMITED STORES, INC.
Cancellation of Name Registration
Rhode Island
Our Reference: 5260-D15(2)2I(1)

Gentlemen:

As the undersigned Vice President of The Limited Stores, Inc., a Delaware corporation, I hereby request that you immediately cancel and withdraw from your records the currently existing registration of the corporate name of The Limited Stores, Inc. in order that said corporation may file an Application for Certificate of Authority to do business in Rhode Island. For your reference, enclosed is a photocopy of the Certificate of Renewal of Registration of Corporate Name, evidencing the current name registration as of July 1, 1985. Your prompt attention to this matter will be appreciated.

Very truly yours,

THE LIMITED STORES, INC.

By: 
Timothy B. Lyons, Vice President

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