

Filing and License Fee: \$310.00 minimum

ID Number: 143831



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

RECEIVED STATE SECRETARY OF STATE NOV 12 2 27 PM '04

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 White House|Black Market, Inc.

2. It is incorporated under the laws of Florida

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:  
n/a

(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:  
n/a

4. The date of its incorporation is 09/10/04 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 11215 Metro Parkway, Ft. Myers, FL 33912

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., 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 National Registered Agents, Inc.  
(Name of Agent)

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

OPERATE RETAIL STORES - Women's CLOTHING AND APPAREL

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	Please see attached.	
Director	Please see attached.	
President	Please see attached.	
Vice President	Please see attached.	
Treasurer	Please see attached.	
Secretary	Please see attached.	

FILED  
NOV 12 2004  
BY [Signature]  
STATE SECRETARY

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000	COMMON		\$1.00

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000	COMMON		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 16,000,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 80,000

(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 .5 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 232,700,000.

(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 \$ 720,000.

(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].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/27/04

White House|Black Market, Inc.

Print Exact Name of Corporation Making Application

By Charles Kleman

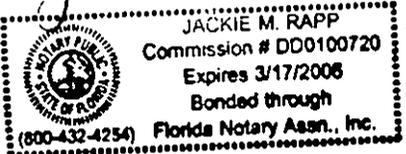
President or  Vice President (check one)

By Michael Kincaid AND [Signature]

Secretary or  Assistant Secretary (check one)

STATE OF Florida  
 COUNTY OF Lee

In FL Myers PL, on this 27<sup>th</sup> day of October, 2004, before me personally appeared Charles Kleman + Michael Kincaid who, being duly sworn, declared that he/she is the VP + Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Jackie M Rapp  
 Notary Public  
 My Commission Expires: 3/17/06

# **White House | Black Market, Inc.**

***Federal ID# 20-1606649***

***SIC Code: 5621 NAICS : 448120***

***Incorporated 9/10/2004 In Florida***

**Scott A. Edmonds, President**

11215 Metro Parkway

Ft. Myers, FL 33912

**Mori C. MacKenzie, Executive Vice-President/Chief Stores Officer**

11215 Metro Parkway

Ft. Myers, FL 33912

**Patricia Darrow-Smith, Executive Vice-President – Merchandising / Director**

11215 Metro Parkway

Ft. Myers, FL 33912

**Charles J. Kleman, Executive Vice-President – Finance / Director**

11215 Metro Parkway

Ft. Myers, FL 33912

**James P. West, Senior Vice President – Real Estate**

11215 Metro Parkway

Ft. Myers, FL 33912

**William R. Olson, Vice-President-Operations**

11215 Metro Parkway

Ft. Myers, FL 33912

**Michael J. Kincaid Secretary and Treasurer**

11215 Metro Parkway

Ft. Myers, FL 33912

**Verna Gibson, Director**

11215 Metro Parkway

Ft. Myers, FL 33912

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WHITE HOUSE BLACK MARKET, INC., a corporation organized under the laws of the State of Florida, filed on September 10, 2004, as shown by the records of this office.

The document number of this corporation is P04000128399.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-ninth day of October, 2004



CR2EO22 (2-03)

*Glenda E. Hood*  
Glenda H. Hood  
Secretary of State

WHITE  
HOUSE

BLACK™  
MARKET

November 2, 2004

Dear Sir or Madam:

This letter shall serve as consent for White House|Black Market, Inc. to use the name "White House|Black Market" in all states. The White House, Inc. is an affiliate of White House|Black Market, Inc. and has merged out of existence as of October 31, 2004.

Please contact me at (239)277-6200 if you have any questions or need additional information.

Sincerely,



Michael J. Kincaid

Secretary and Treasurer  
The White House, Inc.

Secretary and Treasurer  
White House|Black Market, Inc.

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NOV 12 2 27 PM '04