

Filing and License Fee: \$310.00 minimum

ID Number:

143143



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)

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OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
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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:

- The name of the corporation is Burlington Coat Factory Direct Corporation 3106 104329 108647 30940
- It is incorporated under the laws of New Jersey
- The name, if different, which it elects to use in Rhode Island is:
  - 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:
  - 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:
- The date of its incorporation is June 9, 1997 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 1830 Route 130 North, Burlington, New Jersey 08016
- The address of its proposed registered office in Rhode Island is BCFW of East Providence, 60 Newport Ave  
(Street Address, not P.O. Box)  
East Providence RI 02916 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Andy Ricard  
(Name of Agent)
- The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:  
sale of apparel
- The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

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By [Signature] 46623

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>common stock</u>	<u>n/a</u>	<u>\$1.00</u>

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>common stock</u>	<u>n/a</u>	<u>\$1.00</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 115,000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0
- (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 0 %. [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 \$ 6,000,000
- (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 \$ 30,000
- (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 0.5 % [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: Sept. 27, 2004

Burlington Coat Factory Direct Corporation  
Print Exact Name of Corporation Making Application

By [Signature]  
☐ President or ☒ Vice President (check one)

By [Signature] **AND**  
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF NEW JERSEY  
COUNTY OF BURLINGTON

In BCF DIRECT, on this 27<sup>th</sup> day of SEPT., 2004, before me personally appeared NESAMEL MILSTEIN who, being duly sworn, declared that he/she is the VICE PRES. BCF DIRECT 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.

[Signature]  
Notary Public

My Commission Expires: 2-28-2007

**F. RUTH STILL**  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 2/28/2007

**Directors and Officers  
Of  
Burlington Coat Factory Direct Corporation**

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Monroe G. Milstein	Director President Chief Executive Officer	1830 Route 130 N Burlington, NJ 08016
Andrew R. Milstein	Director Executive Vice President	1830 Route 130 N Burlington, NJ 08016
Stephen E. Milstein	Director Executive Vice President	1830 Route 130 N Burlington, NJ 08016
Mark A. Nesci	Executive Vice President Chief Operating Officer	1830 Route 130 N Burlington, NJ 08016
Paul C. Tang	Vice President Secretary	1830 Route 130 N Burlington, NJ 08016
Robert L. LaPenta	Vice President Treasurer Chief Accounting Officer	1830 Route 130 N Burlington, NJ 08016
Nesanel Milstein	Vice President	1830 Route 130 N Burlington, NJ 08016

**BURLINGTON COAT FACTORY**

1830 ROUTE 130 NORTH  
BURLINGTON, NJ 08016  
(609) 387-7800

October 1, 2004

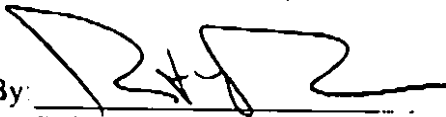
State of Rhode Island  
Office of the Secretary of State  
Division of Corporations  
100 Main Street, First Floor  
Providence, RI 02903

Re: BURLINGTON COAT FACTORY DIRECT CORPORATION

To Whom It May Concern:

The undersigned corporate officer, for and on behalf of each of the undersigned corporations, and in connection with the qualification of Burlington Coat Factory Direct Corporation (the "Company"), hereby gives each of their written consent to the Company to use the name "Burlington Coat Factory Direct Corporation" in the qualification and/or in the conduct of the business of the Company in the State of Rhode Island

Burlington Coat Factory Warehouse of East Providence, Inc.  
Burlington Coat Factory Warehouse of Woonsocket, Inc.  
Burlington Coat Factory Warehouse of Warwick, Inc.  
Burlington Coat Factory Warehouse of Johnston, Inc.

By:   
Robert LaPenta, the Vice President  
(of each of the above companies)

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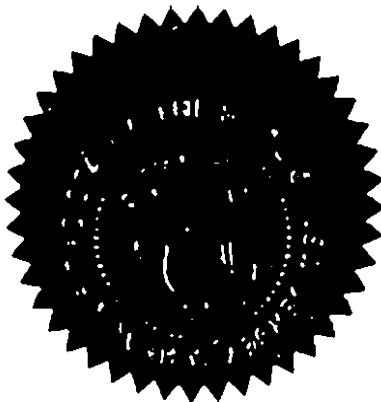
STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

BURLINGTON COAT FACTORY DIRECT CORPORATION

0100709048

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department a  
Certificate of Incorporation on June 9th, 1997  
and that the attached is a true copy of this  
document as the same is taken from and compared  
with the original(s) filed in this office and now  
remaining on file and of record.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
15th day of September, 2004



A handwritten signature in black ink, which appears to read "John E. McCormac".

John E McCormac, CPA  
State Treasurer