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ID Number: 101150



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed in Duplicate)

Pursuant to the provisions of Chapter 7-16-49 of the General Laws, 1956, as amended, the undersigned 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:
Gordon Brothers Retail Partners, LLC

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 December 12, 1997

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 123 Dyer Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of the resident agent at such address
(City/Town) (Zip Code)

is C T CORPORATION SYSTEM

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:
1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:
40 Broad Street, Boston, MA 02109

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND
JAN 13 2000

10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager.

Manager	Address
<u>Michael G. Frieze</u>	<u>40 Broad Street, Boston, MA 02109</u>
<u>Robert C. Sage</u>	<u>40 Broad Street, Boston, MA 02109</u>
<u>Alan R. Goldstein</u>	<u>40 Broad Street, Boston, MA 02109</u>
<u>John A. Kerney</u>	<u>40 Broad Street, Boston, MA 02109</u>
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12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

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

Gordon Brothers Retail Partners, LLC
(Exact name of Limited Liability Company making application)

*By 
Its Manager, Chief Financial Officer

FILED

JUN 17 1998

By JMD 206360

*To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "GORDON BROTHERS RETAIL PARTNERS, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 1997; AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9138627

06-15-98