

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Lane Bryant, 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 Lane Bryant, Inc.

SECOND: The name which it elects to use in Rhode Island is Lane Bryant, 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 April 26, 1982 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 100 W. Tenth Street, Wilmington, Delaware 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, retail, or mail order, of custom made and ready made men's and women's clothing and men's and women's furnishings of every kind and nature, and the doing of all thing necessary and incident thereto.

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

Name	Office	Address
Leslie H. Wexner	Director	One Limited Parkway, Columbus, Ohio 43230
Robert H. Morosky	Director	One Limited Parkway, Columbus, Ohio 43230
	Director	

Leslie H. Wexner	President	One Limited Parkway, Columbus, Ohio 43230
Norman Blotner	Sr. VicePresident	469 Fifth Avenue, New York, NY 10017
Bella Wexner	Secretary	One Limited Parkway, Columbus, Ohio 43230
Kenneth B. Gilman	Treasurer	One Limited Parkway, Columbus, Ohio 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100 (One Hundred)	Common	--	Par Value of \$.10 per 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
100 (One Hundred)	Common	--	Par Value of \$.10 per share

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 10.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 65,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 250,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 300,000,000.00

FIFTEENTH: 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 \$ 1,400,000.00

SIXTEENTH: 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 July 19, 1982

Lane Bryant, Inc.

[Exact Corporate Name of Corporation Making Application]

By Leslie H. Wexner President
and Robert H. Morosky Secretary
Its Asst.

STATE OF Ohio }
COUNTY OF Franklin } Sc.

At Columbus, Ohio in said County on the 19th day
of July 1982, before me personally appeared
Leslie H. Wexner, who being by me first duly sworn, declared that
he is the President of Lane Bryant, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Sandra L. Heaberlin
Notary Public

(NOTARIAL SEAL)

SANDRA L. HEABERLIN
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION EXPIRES JUNE 14, 1986

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State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, 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 April 26, 1982




Glenn C. Kenton, Secretary of State

BY: 

DATE: July 9, 1982