



F 99000004538

ACCOUNT NO. : 072100000032  
REFERENCE : 301857 133937A  
AUTHORIZATION : Patricia Pijut  
COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 301857-330

CUSTOMER NO: 133937A

600002975736--0

CUSTOMER: Ms. Dorothy Kuczynski  
American Eagle Outfitters, Inc  
150 Thornhill Drive  
Warrendale, PA 15095

FOREIGN FILINGS

NAME: AE STORES COMPANY

(5)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 1 PM 1:14

RECEIVED  
99 SEP - 1 AM 11:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32374

MK  
9/11/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED IN STATE SECRETARY OF CORPORATIONS 99 SEP - 1 PM 1:14

1. AE Stores Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 25-1724320 (FEI number, if applicable)

4. November 02, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. April 07, 1999 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o AE STORES COMPANY, 150 Thorn Hill Drive Warrendale, PA 15086 (Current mailing address)

To engage in retail sales. To engage in any act or activity for which corporations may be organized.

8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road Plantation, FL, Florida, 33324 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Lisa K. Pasten, Assistant Secretary (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 1 PM 1:14

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

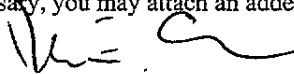
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dale E. Clifton, Vice President  
(Typed or printed name and capacity of person signing application)

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

AE Stores Company

### List of Officers

**Name:** Roger Markfield **Title:** President  
**Bus. Addr.:** 150 Thorn Hill Drive, Warrendale, PA 15086

**Name:** William Tait **Title:** Sec/Treas  
**Bus. Addr.:** 150 Thorn Hill Drive, Warrendale, PA 15086

**Name:** Dale E. Clifton **Title:** Vice President  
**Bus. Addr.:** 150 Thorn Hill Drive, Warrendale, PA 15086

### List of Directors

**Name:** Jay Schottenstein **Term:**  
**Bus. Addr.:** 1800 Moler Road, Columbus, OH 43207

**Name:** Saul Schottenstein **Term:**  
**Bus. Addr.:** 1800 Moler Road, Columbus, OH 43207

**Name:** Thomas Ketteler **Term:**  
**Bus. Addr.:** 1800 Moler Road, Columbus, OH 43207

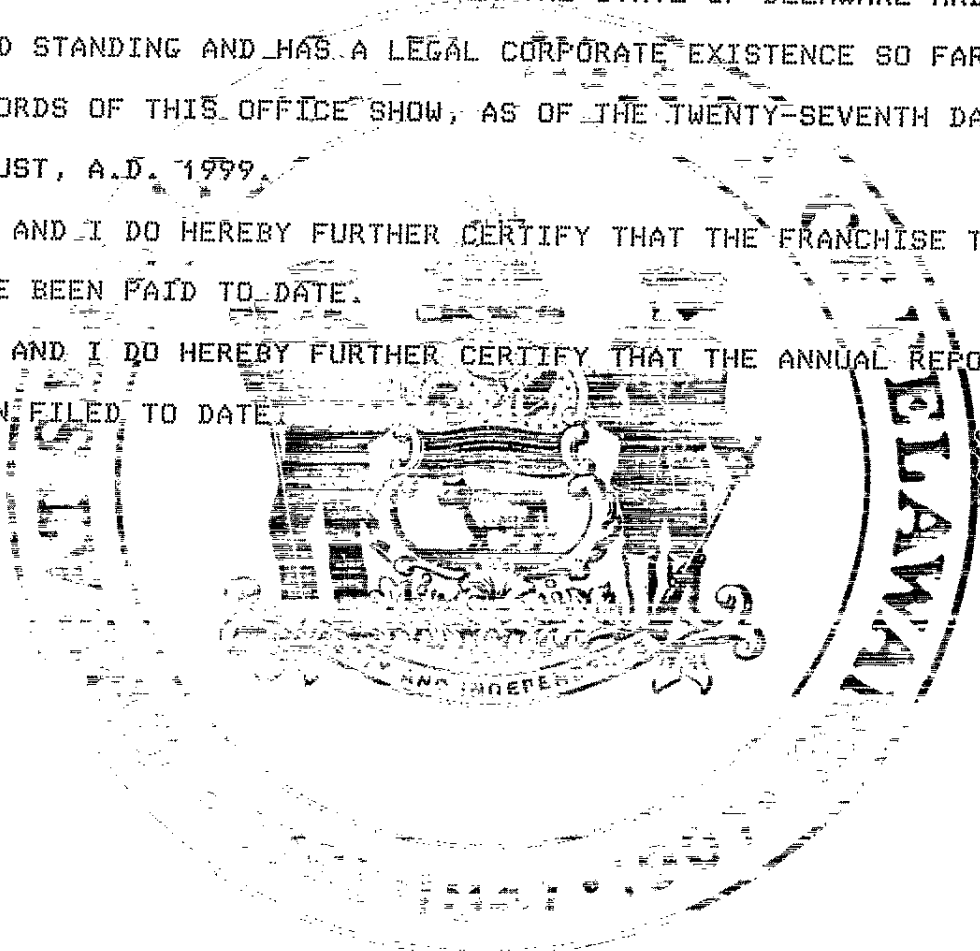
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DIVISION OF CORPORATIONS  
99 SEP -1 PM 1:14

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AE STORES COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED  
99 SEP - 1 PM 1: 15  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
99 SEP - 1 PM 1: 14  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION:

9944387

DATE:

08-27-99