

1.) CORPORATION NAME:

**AEROGROUP RETAIL HOLDINGS, INC.**

DUE DATE: **11/30/2010**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

**AUTH IN VI  
CORPORATION SERVICE COMPANY  
11 SOUTH 12TH STREET  
P.O. BOX 1463**

SCC ID NO: **F1373580**

5.) STOCK INFORMATION

| CLASS  | AUTHORIZED |
|--------|------------|
| COMMON | 3,000      |

**RICHMOND, VA 23218**

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**RICHMOND CITY**

4.) STATE OR COUNTRY OF INCORPORATION:

**DE**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 201 MEADOW RD  
ATTN: LEGAL DEPT.

CITY/ST/ZIP: EDISON, NJ 08817-

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

|                 |   |                                   |
|-----------------|---|-----------------------------------|
|                 | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME:           | RICHARD J MORRIS                            |                                   |
| TITLE:          | EX VP                                       |                                   |
| ADDRESS:        | 201 MEADOW ROAD                             |                                   |
| CITY/ST/ZIP/CO: | EDISON, NY 08817-                           |                                   |

|                 |   |                                   |
|-----------------|---|-----------------------------------|
|                 | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME:           | LINDA I VOGEL                               |                                   |
| TITLE:          | SR VP/SEC                                   |                                   |
| ADDRESS:        | 201 MEADOW ROAD                             |                                   |
| CITY/ST/ZIP/CO: | EDISON, NJ 08817-                           |                                   |

|                 |   |  |
|-----------------|---|--|
|                 | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME:           | JULES Z SCHNEIDER                           |  |
| TITLE:          | PRESIDENT                                   |  |
| ADDRESS:        | 201 MEADOW ROAD                             |  |
| CITY/ST/ZIP/CO: | EDISON, NJ 08817-                           |  |

|                 |   |                                   |
|-----------------|---|-----------------------------------|
|                 | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME:           | WALTER CIRILLO                              |                                   |
| TITLE:          | TREASURER                                   |                                   |
| ADDRESS:        | 201 MEADOW RD                               |                                   |
| CITY/ST/ZIP/CO: | EDISON, NJ 08817-                           |                                   |

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

|   |                                  |                   |
|---|----------------------------------|-------------------|
| <u>/s/ LINDA I VOGEL</u>                            | <u>LINDA I VOGEL, SR VP/SEC</u>  | <u>10/12/2010</u> |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRINTED NAME AND CORPORATE TITLE | DATE              |

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.