

1.) CORPORATION NAME: <b>AEROGROUP RETAIL HOLDINGS, INC.</b> 2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: <b>CORPORATION SERVICE COMPANY</b> <b>Bank of America Center, 16th Floor</b> <b>1111 East Main Street</b>  <b>RICHMOND, VA</b>  3.) CITY OR COUNTY OF VA REGISTERED OFFICE: <b>RICHMOND CITY</b>  4.) STATE OR COUNTRY OF INCORPORATION: <b>DE</b>	DUE DATE: <b>11/30/2013</b>  SCC ID NO: <b>F1373580</b>  5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">CLASS</td> <td style="width:50%;">AUTHORIZED</td> </tr> <tr> <td>COMMON</td> <td>3,000</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	3,000
CLASS	AUTHORIZED				
COMMON	3,000				

6.) PRINCIPAL OFFICE ADDRESS:  ADDRESS: 201 MEADOW RD  CITY/ST/ZIP: EDISON, NJ 08817
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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.
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NAME: JULES Z SCHNEIDER TITLE: PRESIDENT ADDRESS: 201 MEADOW ROAD CITY/ST/ZIP/CO: EDISON, NJ 08817	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
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NAME: RICHARD J MORRIS TITLE: VICE PRESIDENT ADDRESS: 201 MEADOW ROAD CITY/ST/ZIP/CO: EDISON, NY 08817	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
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NAME: WALTER CIRILLO TITLE: TREASURER ADDRESS: 201 MEADOW ROAD CITY/ST/ZIP/CO: EDISON, NJ 08817	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
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NAME: LINDA I VOGEL TITLE: SECRETARY ADDRESS: 201 MEADOW ROAD CITY/ST/ZIP/CO: EDISON, NJ 08817	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
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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.

/s/ LINDA I VOGEL	LINDA I VOGEL, SECRETARY	11/7/2013
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.