

97367

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

\$2 FABRIC STORE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **\$2 FABRIC STORE, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **\$2 FABRIC STORE, INC.** to transact business in this State under the name **\$2 FABRIC STORE, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 17, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Dehries

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

92 JAN 17 AM 10 18

1. The name of the corporation is #2 FABRIC STORE, INC.

2. The name which it shall use in Idaho is SAME

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of UTAH

4. The date of its incorporation is 8-31-89 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is 73 WEST 7200 SOUTH, MIDVALE, UTAH 84047

6. The address to which correspondence should be addressed, if different from that in item 5. SAME

7. The street address of its proposed registered office in Idaho is 1568 EAST 17th STREET
IDAHO FALLS, IDAHO 83404, and the name of its proposed registered agent in Idaho at that address is KEENA SAYRE

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: RETAIL SALES OF FABRICS

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
BRIAN R. KATZ	PRES.	24-5TH ST. HERMOSA BEACH, CA
NORMAN KATZ	Sec/Treas	133 No. REXFORD DR. BEV HILLS, CA
MARCIA B. KATZ	V/PRES	133 No. REXFORD DR. BEV HILLS, CA

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1-14-92

#2 FABRIC STORE INC
(Corporation name)

By B. Katz
Its President/Vice President (please specify)
and Marcia B. Katz
Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF Los Angeles) ss:

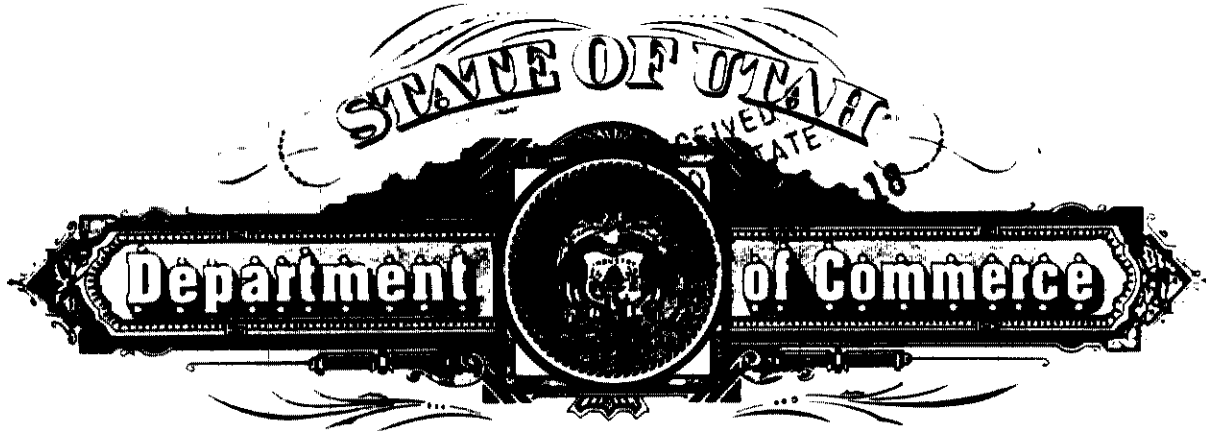
I, Ethel Waller, a notary public, do hereby certify that on
this 14th day of January, 19 92, personally appeared before
me Brian Katz, who being by me first duly sworn, declared that (s)he
is the President of #2 FABRIC STORE INC

that (s)he signed the foregoing documents as President of the corporation and that
the statements therein contained are true.



Ethel Waller

Notary Public



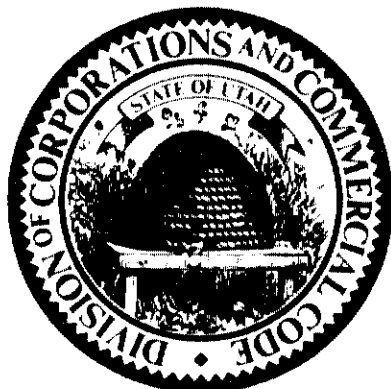
CERTIFICATION OF GOOD STANDING

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT

2 DOLLAR FABRIC STORE, INC. (\$2 FABRIC STORE, INC. ON APP.)

IS A UTAH CORPORATION AND IS QUALIFIED TO TRANSACT BUSINESS IN THE STATE OF UTAH. A CERTIFICATE OF INCORPORATION WAS ISSUED FROM THIS OFFICE ON 08-31-1989 AND SAID CORPORATION IS IN GOOD STANDING, AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

FILE NUMBER: 138626



Dated this 21ST day
of NOVEMBER, 19 91.

Peter Van Alstyne

Peter Van Alstyne
Director, Division of
Corporations and Commercial Code