

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

G.H. BASS & CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of G.H. BASS & CO. 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 G.H. BASS & CO. to transact business in this State under the name G.H. BASS & CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 19, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth B. ...
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

FEB 19 8 36 AM '91

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:

SECRETARY OF STATE

1. The name of the corporation is G. H. Bass & Co.

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 Delaware

4. The date of its incorporation is July 21, 1978 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 32 Lockerman Square, Suite L-100, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in item 5. c/o Phillips-Van Heusen Corporation
1290 Avenue of the Americas, New York, NY 10104

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Sale of shoes at retail

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

Name	Office	Address
	See Schedule Attached	

(continued on reverse)

Name

Office

Address

IP MAIL ROOM

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- 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: February 8, 1991

G. H. Bass & Co.

(Corporation Name)

By Pamela N. Hootkin Pamela N. Hootkin

Its ~~President~~ Vice President (please specify)

and Walter B. Partan Walter B. Partan

Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, FAITH MARY YAVARONE

, a notary public, do hereby certify that on this 8th day of February, 19 91, personally appeared before me Pamela N. Hootkin, who being by me first duly sworn, declared that (s)he is the Vice President of G. H. Bass & Co.

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

FAITH M. YAVARONE
Notary Public, State of New York
No. 31-4984718
Qualified in New York County
Commission Expires Aug 14 1991

Faith Mary Yavarone
Notary Public

G.H. BASS & CO.
Listing of Officers

NAME	HOME ADDRESS	DATE OFFICE TAKEN
Donald J. Sappington President	27 Ocean Woods Drive Scarborough, ME 04070	4/1/90
James J. Murphy Executive Vice Pres	85 Green Meadow Blvd. Middletown, NJ 07748	4/1/90
Pamela N. Hootkin * Vice President and Secretary	85 East End Ave. New York, NY 10028	4/1/90
Irwin W. Winter * Vice President and Assistant Secretary	1075 Park Ave. New York, NY 10128	4/1/90
Michael Frenkel Vice President and Assistant Secretary	17 Brewster Terrace New Rochelle, NY 10804	4/1/90
Walter B. Partan Assistant Secretary	3239 Shelley Street Mohegan Lake, NY 10547	4/1/90
Evan H. Wasserman Assistant Secretary	10 Mallard Court Englewood, NJ 07631	4/1/90
Kenneth E. Mansfield Vice President	42 Buttonwood Lane Portland, ME 04102	4/1/90
Eugene O. Kessler Vice President	6 Manor Way Cape Elizabeth, ME 04107	4/1/90
Engle E. Saez Vice President	51 Dunvegan Woods Hampton, NH 03842	4/1/90
Ivan K. Spencer Vice President	52 Sunset Blvd. P.O. Box 507 Wilton, ME 04294	4/1/90
Vincent A. Russo Vice President Asst Secty & Treasurer	360 U. S. Route #1 Falmouth ME 04105	4/1/90

DIRECTORS

Pamela N. Hootkin *		4/1/90
Irwin W. Winter *		4/1/90
Bruce J. Klatsky	56 Ludlow Drive Chappaqua, NY 10514	4/1/90
Cynthia L. Tarantino	1 June Place Aberdeen, NJ 07704	4/1/90



FEB 19 8 36 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY G.H. BASS & CO. 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 DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION #2956240

DATE: 02/13/1991