



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MATERNITY WEARHOUSE OUTLET, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MATERNITY WEARHOUSE OUTLET, 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 MATERNITY WEARHOUSE OUTLET, INC. to transact business in this State under the name MATERNITY WEARHOUSE OUTLET, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated JULY 1, 1971, 19 71.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

11-1-79

8:56am

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:

1. The name of the corporation is MATERNITY WEARHOUSE OUTLET, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Pennsylvania
4. The date of its incorporation is July 12, 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 1219 Vine Street, Philadelphia, PA 19107
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of maternity clothing and related items.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jerome Bercun	Pres.	1219 Vine St., Phila. PA 19107
Marilyn Steinberg	Sec.	1219 Vine St., Phila. PA 19107
Marilyn Steinberg	Treas.	1219 Vine St., Phila. PA 19107
Bruce Chafetz	Asst. Sec.	1219 Vine St., Phila. PA 19107
Marilyn Steinberg	Dir.	1219 Vine St., Phila. PA 19107
Louis Steinberg	Dir.	1219 Vine St., Phila. PA 19107
Jerome Bercun	Dir.	1219 Vine St., Phila. PA 19107

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	Common	\$1.00

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated OCT. 27, 19 79

MATERNITY WEARHOUSE OUTLET, INC.

By Jerome Bercun
Jerome Bercun
Its _____ President

and Emu Chafetz
Its Ass't Secretary

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

I, Reba L. Locke, a notary public, do hereby certify that on
this 26th day of October, 19 79, personally appeared before
me Jerome Bercun, who being by me first duly sworn, declared that he
is the President. of MATERNITY WEARHOUSE OUTLET, INC.

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

Reba L. Locke

Notary Public

REBA L. LOCKE
NOTARY PUBLIC, PHILA., PHILA. CO.
My Commission Expires Dec. 31, 1980

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

FILE NO. 1216 - dated
JULY 1931
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(How to be filed)

In compliance with the requirements of section 201 of the Business Corporation Law of 1933, as amended, the undersigned declare, to be a corporation, to be incorporated under the laws of the Commonwealth of Pennsylvania.

The name of the corporation is

Waterbury Warehouse Outlet, Inc.

The principal and post office address of the principal office of the corporation is this County of Philadelphia

1517 Vine Street

Philadelphia

Pennsylvania 19107

The corporation is incorporated under the Business Corporation Law of 1933, as amended, for the purpose of carrying on the business of

to engage in any lawful business for which business corporations may be incorporated under the Business Corporation Law of 1933, as amended.

The term for which the corporation is organized is perpetual

The corporation has not been authorized to issue shares of common stock

100,000 shares of common stock, each share having a par value of one dollar (\$1.00)

3-1-78.30 584

CS 12-11-194 (Rev. 8-7-62)

1. The names and post office addresses of each incorporator, and the number and class of shares subscribed by each incorporator is/are:

Jon M. Adelstein, Esquire

818 Widener Building
1339 Chestnut Street
Philadelphia, PA 19107

1 Share

IN TESTIMONY WHEREOF the incorporator has hereunto signed and sealed these Articles of Incorporation this 10th day of July 1978

SEALED

SEALED

SEALED

INSTRUCTIONS FOR COMPLETION OF FORM

- A. For general instructions relating to the incorporation of business corporations, see the instructions relating to business corporations generally. These instructions relate to such matters as name, stated purposes, term of existence, authorized share structure, and related information. In the event of directors, inclusion of names of first directors in the Articles of Incorporation is optional. In the event of directors, inclusion of names of first directors in the Articles of Incorporation is optional.
- B. One or more incorporators or natural persons of full age may incorporate with shares of preferred stock.
- C. Approval by the Secretary of State is required for all incorporations. The fee for the filing of the Articles of Incorporation is \$100.00.
- D. One or more incorporators may incorporate with shares of preferred stock.
- E. The incorporator must file the following documents with the Secretary of State:
 1. Three copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.
 2. Any necessary copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.
 3. Any necessary copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.
- F. The incorporator must file the following documents with the Secretary of State:
 1. Three copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.
 2. Any necessary copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.
 3. Any necessary copies of Form INC-100 (Rev. 8-7-62) and the Articles of Incorporation.

[illegible]

Witness, under oath, that the Boston Corporation has approved the bill on May, Anne Daniel was thousand nine hundred and thirty three, P. L. 344, and that the bill was approved by the Legislature on June 1, 1934.

THE FOLLOWING INFORMATION IS A SUMMARY OF THE INFORMATION RECEIVED FROM THE ABOVE SOURCES:

SALE CITY WEARHOUSE, OUTLET, INC.

[illegible]

When more involved and the Great Hall of the Commons
 was the site of the first meeting of the
 House of Commons in the year 1295. The
 building has been the scene of many
 important events and has been the site of
 many famous speeches.

Commonwealth of Pennsylvania



October 16, 1979

To All to Whom These Presents Shall Come: Greeting:

IN RE: "MATERNITY WEARHOUSE OUTLET, INC."

I, ETHEL D. ALLEN, D.O., Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles and Certificate of Incorporation which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

Ethel D. Allen, D.O.

Secretary of the Commonwealth