

FILED EFFECTIVE

2014 JAN 31 PM 1:40

**STATE OF IDAHO
STATEMENT OF MERGER
OF**

**SECRETARY OF STATE
STATE OF IDAHO**

**CWC WORLDWIDE SERVICES INC.
(an Idaho corporation)**

WITH AND INTO

**COLDWATER CREEK INC.
(a Delaware corporation)**

**UNDER SECTION 201 OF THE IDAHO ENTITY TRANSACTIONS ACT
AND SECTION 252 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 201 of the Idaho Entity Transactions Act (the "Act"), the undersigned hereby certify to the following information relating to the merger (the "Merger") of CWC Worldwide Services Inc., an Idaho corporation (the "Non-Survivor"), with and into the Coldwater Creek Inc., a Delaware corporation (the "Survivor"), pursuant to the Agreement and Plan of Merger, by and between the Survivor and the Non-Survivor, dated as of January 30, 2014 (the "Merger Agreement").

1. The merging entities participating in the Merger (the "Merging Entities") are:
 - (i) Coldwater Creek Inc., a corporation incorporated and existing under the laws of the State of Delaware, which is the surviving entity in the Merger; and
 - (ii) CWC Worldwide Services Inc., a corporation incorporated and existing under the laws of the State of Idaho, which is not the surviving entity in the Merger.
2. The Merger and the Merger Agreement have been approved by the Non-Survivor in accordance with Part 2 of the Act and have been approved by the Survivor in accordance with Section 252 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the Merger is the Survivor, which will continue its existence as said surviving corporation (the "Surviving Corporation") under its present name upon the effective time and date of the Merger pursuant to the provisions of the DGCL.
4. The Merger shall be effective upon the filing of this Statement of Merger with the Secretary of State of the State of Idaho.
5. The Secretary of State of the State of Idaho may send any process served on the Secretary of State pursuant to Section 206(b) of the Act to the Survivor at the following address:

Coldwater Creek Inc.
One Coldwater Creek Drive
Sandpoint, ID 83864

[Signature page follows]

IDAHO SECRETARY OF STATE
01/31/2014 05:00
CK: NONE CT: 278665 BH: 1488578
1 @ 30.00 = 30.00 STMT MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3


C170297

IN WITNESS WHEREOF, Merging Entities have caused this certificate to be executed on this 30th day of January, 2014.

Coldwater Creek Inc.

By: 
Name: Mark A. Haley
Title: Chief Accounting Officer/Assistant Treasurer

CWC Worldwide Services Inc.

By: 
Name: James A. Bell
Title: Treasurer