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State of Idaho

Department of State

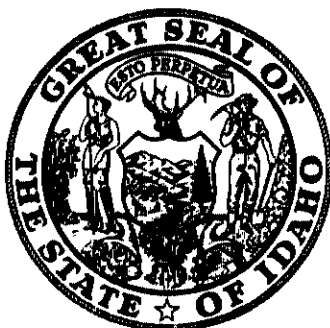
CERTIFICATE OF AUTHORITY OF

THE RIBBON OUTLET INC.

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

Dated: October 19, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWine*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 860-01, 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 The Ribbon Outlet, Inc.

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

(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 11/12/85 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

Ocean Outlet Mall, Route 1, Store #200, Rehoboth Beach, DE 19971

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

3434 Route 22 West, Somerville, NJ 08876

7. The street address of its proposed registered office in Idaho is West 4409 Riverbend Ave.

Post Falls, ID 83854, and the name of its proposed registered agent in Idaho at that address is Cheryl Chongaway

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

Retail sale of ribbon and craft products

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

Name	Office	Address
<u>Gregory C. Link</u>	<u>President</u>	<u>36 Sierra Drive, Califon NJ 07830</u>
<u>Regina C. Benn</u>	<u>Vice President</u>	<u>5-H Roosevelt Pl., Montclair NJ</u>
<u>Kevin R. Wood</u>	<u>Tres./Sec.</u>	<u>72 Chapel Rd., Mahwah, NJ 07430</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

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: _____

The Ribbon Outlet, Inc.

(Corporation Name)

By President

Its President/Vice President (please specify)

and _____

Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey)

COUNTY OF Essex) ss:

I, James Anderson, a notary public, do hereby certify that on this 25 day of September, 19 92, personally appeared before me Gregory C. Link, who being by me first duly sworn, declared that (s)he is the President of The Ribbon Outlet, Inc.

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

James Anderson
Notary Public

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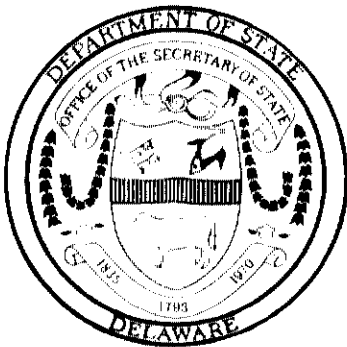


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Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE RIBBON OUTLET INC. 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.

* * * * *



922725031

Michael Ratchford

SECRETARY OF STATE
AUTHENTICATION: *3607657

DATE: 09/30/1992