



Department of State.

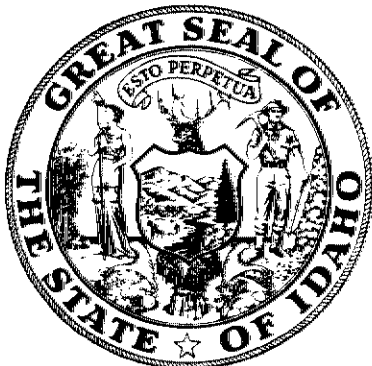
**CERTIFICATE OF AUTHORITY
OF**

LANE BRYANT, INC.

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

Dated **May 13, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 Lane Bryant, Inc.
2. *The name which it shall use in Idaho is Lane Bryant, Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 26, 1982 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 c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The retail sale of women's clothing and furnishings of every kind and nature, and the doing of all things necessary and incident thereto.

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

Name	Office	Address
Leslie H. Wexner	Director, Chairman	P. O. Box 16528, Columbus, OH 43216
Robert H. Morosky	Director, Vice Chairman	P. O. Box 16528, Columbus, OH 43216
Ira Quint	President	11 West 42nd Street, New York, NY 10036
Kenneth B. Gilman	Director, VP	P. O. Box 16528, Columbus, OH 43216
Timothy B. Lyons	Director, VP, Sec	P. O. Box 16528, Columbus, OH 43216
Michael W. Solly	VP, Treasurer	P. O. Box 16528, Columbus, OH 43216

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
<u>100</u>	<u>Common</u>	<u>\$.10/share</u>

(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
63	Common	\$.10/share

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 May 2, 19 85

Lane Bryant, Inc.

By

Timothy B. Lyons

Its Vice

President

and

Kenneth B. Gilman

Its

Assistant

Secretary

STATE OF OHIO)

) ss:

COUNTY OF FRANKLIN)

I, Diane K. Dodge, a notary public, do hereby certify that on this 2nd day of May, 19 85, personally appeared before me Timothy B. Lyons, who being by me first duly sworn, declared that he is the Vice President of Lane Bryant, Inc., a Delaware corporation

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

Diane K. Dodge
Notary Public

DIANE K. DODGE

NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JULY 29, 1987

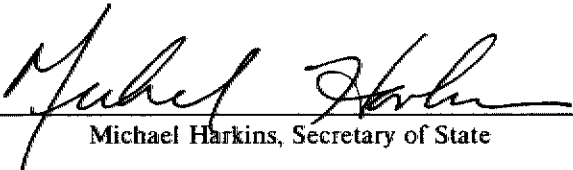
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY LANE BRYANT, INC. IS NOW 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, Secretary of State

AUTHENTICATION: 10488393

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DATE: 05/01/1995