

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

MERRY-GO-ROUND ENTERPRISES, INC.

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

Dated: April 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

APR 17 9 38 AM '93
SECRETARY OF STATE

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 MERRY-GO-ROUND ENTERPRISES, 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 Maryland
4. The date of its incorporation is February 26, 1971 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 3300 Fashion Way, Joppa, MD 21085
6. The address to which correspondence should be addressed, if different from that in Item 5. _____
7. The street 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
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Opening of retail clothing stores under various assumed names.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19930427 0900 70229 2
CK #: 11772 CUST# 1
CORPORATIO 10 60.00= 60.00

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

Name	Office	Address
<u>Michael D. Sullivan</u>	<u>President</u>	<u>6441 Cloister Gate Dr., Baltimore, MD 21212</u>
<u>Frank C. Peters</u>	<u>V.P./Controller</u>	<u>25 Oakhampton Dr., Lutherville, MD 21093</u>
<u>Isaac Kaufman</u>	<u>Secy/Treas</u>	<u>3917 Shenton Rd., Randallstown, MD 21133</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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: 4/6/93

MERRY-GO-ROUND ENTERPRISES, INC.

(Corporation name)

By FRANK C. PETERS, V.P.

Its President/Vice President (please specify)

and ISAAC KAUFMAN, Secy.

Its Secretary/Assistant Secretary (please specify)

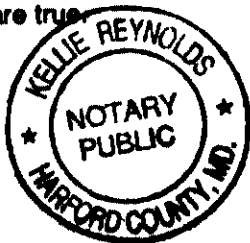
STATE OF MARYLAND

COUNTY OF HARFORD

) ss:

I, Kellie Reynolds, a notary public, do hereby certify that on
this 6th day of April, 19 93, personally appeared before
me FRANK C. PETERS, who being by me first duly sworn, declared that (s)he
is the Vice President of MERRY-GO-ROUND ENTERPRISES, INC.

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



Kellie Reynolds
Notary Public

STATE OF MARYLAND

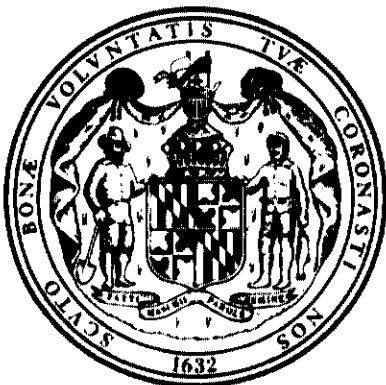
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APR 27 9 38 AM '93
SECRETARY OF STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GERALDINE C. SHELEY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MERRY-GO-ROUND ENTERPRISES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 21ST DAY OF APRIL, 1993.

Geraldine C. Sheley
GERALDINE C. SHELEY
OFFICE SUPERVISOR II