

State of Idaho

Department of State

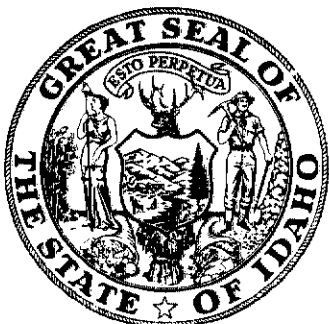
CERTIFICATE OF AUTHORITY OF

ROC ACQUISITION CORP.
File number C 108389

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

Dated: November 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seikel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

NOV 15 9 41 AM '94
SECRETARY OF STATE
NOV 28 11 25

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 ROC ACQUISITION CORP.

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 10/21/94 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1013 CENTRE ROAD, WILMINGTON, DE 19805

6. The address to which correspondence should be addressed, if different than item 5, is _____

7. The street address of its proposed registered office in Idaho is 200 North 23rd Street,
Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
RETAIL SALES, SPECIFICALLY RETAIL SALES OF RIBBONS AND RELATED
GOODS

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

19941115 0900 42037 2

FILED 11/15/94

ACA593 File Two Copies along with a Certificate of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not typed or if attachments are included
120.00 = 120.00

: C

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

Name	Office	Address
DAN SCHWARTZWALDER	PRESIDENT	377 ROUTE 17 SOUTH, SUITE 600, HASBROUCK HEIGHTS, NJ 07604
TREVOR PARDEE	VICE PRES	377 ROUTE 17 SOUTH, SUITE 600, HASBROUCK HEIGHTS, NJ 07604
TREVOR PARDEE	SEC/TRES	377 ROUTE 17 SOUTH, SUITE 600, HASBROUCK HEIGHTS, NJ 07604
DAN SCHWARTZWALDER	DIRECTOR	377 ROUTE 17 SOUTH, SUITE 600, HASBROUCK HEIGHTS, NJ 07604
TREVOR PARDEE	DIRECTOR	377 ROUTE 17 SOUTH, SUITE 600, HASBROUCK HEIGHTS, NJ 07604

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: _____

ROC ACQUISITION CORP.

(Corporation name)

By Don Schwarzwald
its President (Vice President please specify)
 and Trevor Pardee
its Secretary/Assistant Secretary (please specify)

Commonwealth
 STATE OF Pennsylvania,
 COUNTY OF Philadelphia) ss:

I, Cynthia M. Swan, a notary public, do hereby certify that on this 11th day of November, 19 94, personally appeared before me Don Schwarzwald, who being by me first duly sworn, declared that she is the President of ROC ACQUISITION CORP.

that she signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Cynthia M. Swan
 Notary Public

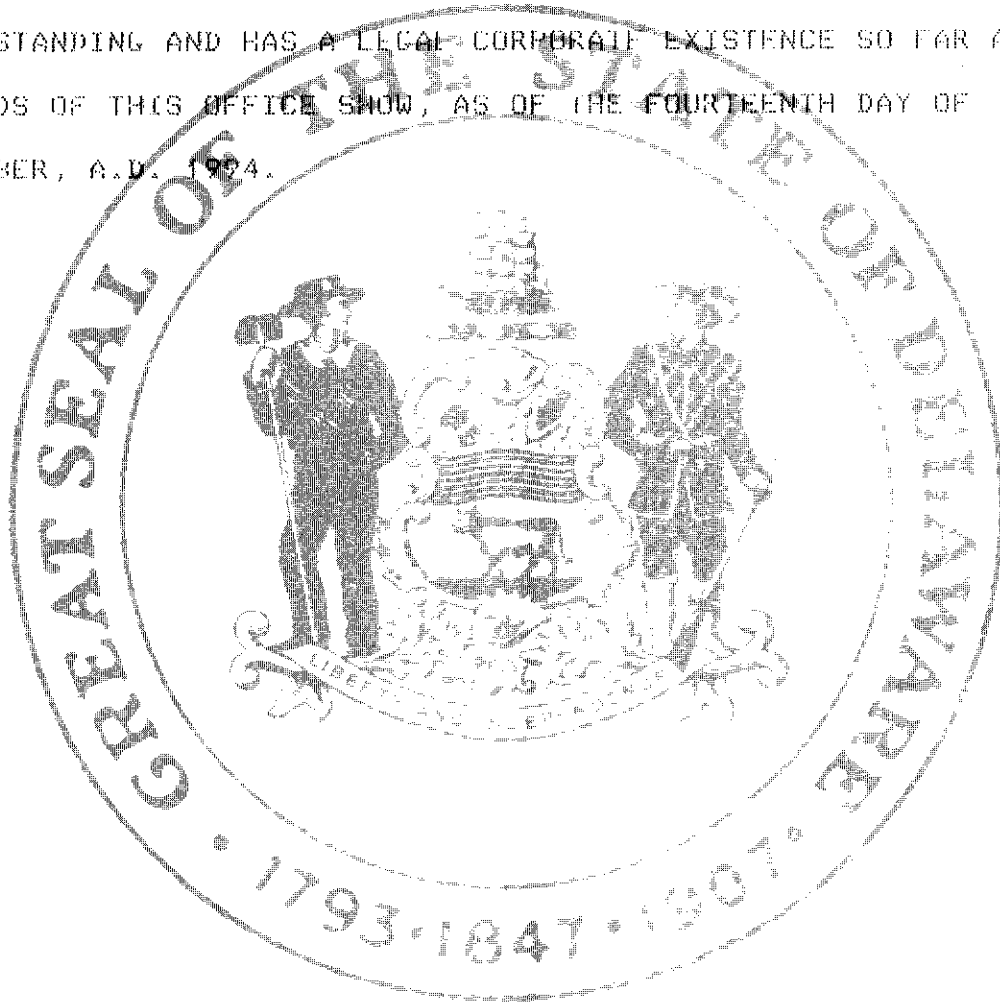
ACA588
 Profit

Notarial Seal
 Cynthia M. Swan, Notary Public
 Philadelphia, Philadelphia County
 My Commission Expires Aug. 21, 1997
 Member, Pennsylvania Association of Notaries

Office of the Secretary of State

Nov 15 9 42 AM '94
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROC ACQUISITION CORP." 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 FOURTEENTH DAY OF NOVEMBER, A.D. 1994.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7299755

944217304

DATE: 11-14-94