

State of Idaho

Department of State

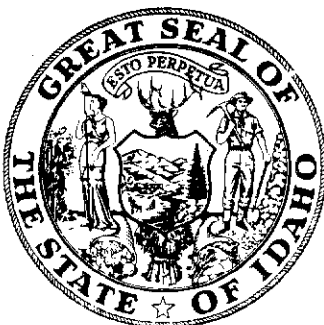
CERTIFICATE OF AUTHORITY OF

SCHOLASTIC BRANDS, INC.
File number C 117397

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

Dated: December 13, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Scholastic Brands, Inc.
2. The name which it shall use in Idaho is Scholastic
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 3/28/96 and 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 c/o National Corporate Research, Ltd., 9 E. Loockerman St., Dover, DE 19901
6. The address to which correspondence should be addressed, if different than item 5, is c/o CJC Holding, Inc 7211 Circle S. Rd., Austin, Tx 78745-6603
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702, and its 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: Manufacture and sell scholastic products, jewelry and fine paper products.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
David B. Pittaway	President & Treas.	150 E. 58th St., NY, NY 10155
William J. Lovejoy	Secretary	150 E. 58th St., NY, NY 10155
David B. Pittaway	Director	150 E. 58th St., NY, NY 10155
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: Dec. 12, 1996

Scholastic Brands, Inc.
(Corporation name)

By _____

Its President, Vice President, Secretary or Assistant Secretary
(please specify)

David B. Pittaway, President

Secretary of State

DATE 12/13/1996 0900 46788

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CK #: 8867

CUST#: 19577

AUTH PRO

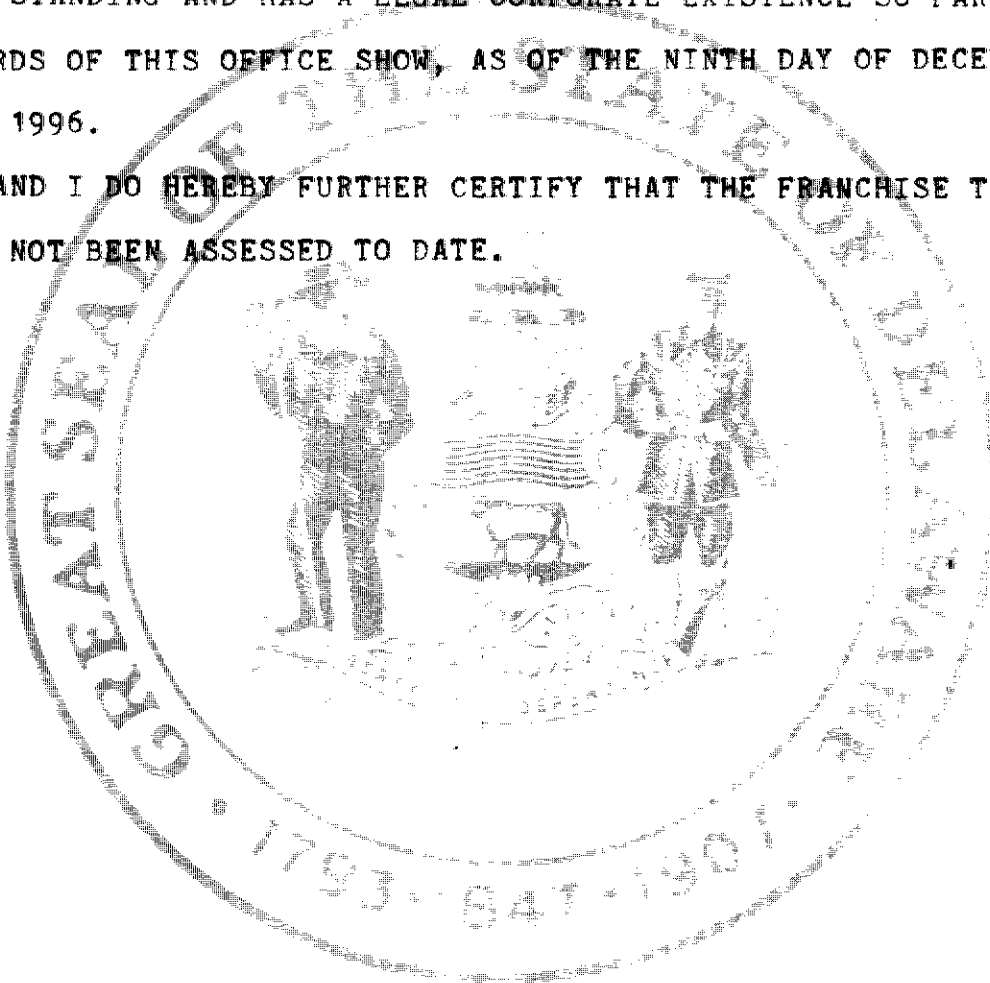
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#: C

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHOLASTIC BRANDS, 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 NINTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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960359780

A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

8229032
AUTHENTICATION:
DATE: 12-09-96