

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

RETAIL HOLDINGS GROUP, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RETAIL HOLDINGS GROUP, INC.

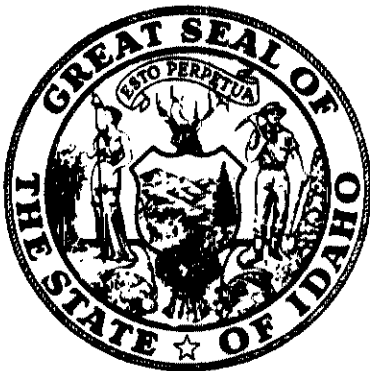
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to RETAIL HOLDINGS GROUP, INC.

to transact business in this State under the name RETAIL HOLDINGS GROUP, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated November 15, 1980



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zwick

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 information:

SECRETARY OF STATE

1. The name of the corporation is Retail Holdings Group, Inc.

2. The name which it shall use in Idaho is Retail Holdings Group, Inc.

(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 July 22, 1988 and the period of its duration is perpetual existence

5. The address of its principal office in the state or country under the laws of which it is incorporated is

32 Loockerman Square, Suite L-100 Dover, Delaware 19901

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

c/ o Chicago Holdings, Inc., 1000 RIDC Plaza, Pittsburgh, PA 15238

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858

and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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

To own and operate retail clothing stores and related businesses and to any other purposes for which a corporation may be organized under the laws of the State of Idaho.

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

Name	Office	Address
Richard J. Uhl	Director, Chair, CEO	1000 RIDC Plaza, Pittsburgh, PA 15238
Harold L. Lehman	Director	1000 RIDC Plaza, Pittsburgh, PA 15238
Thomas S. Galey	Secretary	1000 RIDC Plaza, Pittsburgh, PA 15238
James G. Ayers	Director, Pres. COO	7400 Excelsior Blvd, Minneapolis, MA 55440
Dahl Clark	VP	7400 Excelsior Blvd, Minneapolis, MA 55440
Frank C. Jackson	VP	1000 RIDC Plaza, Pittsburgh, PA 15238
Robert P. Napoli	Treas.	1000 RIDC Plaza, Pittsburgh, PA 15238

SECRETARY OF STATE

Name	Office	Address
10' ME BE 3 21 1990 STATE OF MINNESOTA		

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: November 8, 1990

Retail Holdings Group, Inc.

(Corporation Name)

By

James G. Ayers

Its President/ Vice President (please specify)

and

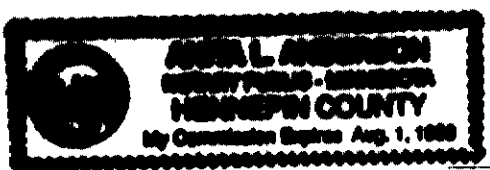
Shirley J. Anderson

Its Secretary Assistant Secretary (please specify)

STATE OF Minnesota)
 COUNTY OF Hennepin) ss:

I, Anita L. Anderson, a notary public, do hereby certify that on this 8th day of November, 19 90, personally appeared before me James G. Ayers, who being by me first duly sworn, declared that (s)he is the President of Retail Holdings Group, Inc.

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



Anita L. Anderson
 Notary Public

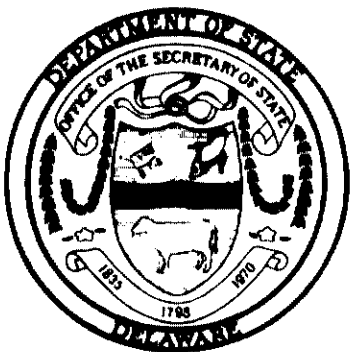


Nov 15 8 30 AM '90
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY RETAIL HOLDINGS GROUP, 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.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: |2852010

DATE: 11/13/1990