

State of Idaho

Department of State

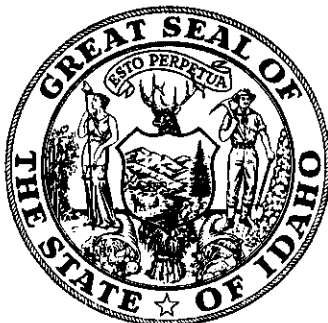
CERTIFICATE OF WITHDRAWAL
OF

BROOKS FASHION STORES, INC.
File Number C 73215

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROOKS FASHION STORES, INC. for a Certificate of Withdrawal from this State, duly executed 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sally J. Clark

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

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SECRETARY OF STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Brooks Fashion Stores, Inc.

The name which it used in Idaho is BROOKS Fashion's

2. It is incorporated under the laws of New York

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is _____

2 Penn Plaza - suite 1500 - New York, NY 10121

7. All sums due or accrued by this corporation to the State of Idaho have been paid.

8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or or threatened with litigation in any court in the State of Idaho.

By X [Signature]

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

PLAN Administrator

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson
PO Box 83720
Boise, Idaho 83720-0080

Secretary of State use only IDAHO SECRETARY OF STATE
DATE 03/05/1996 0900 42761
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CK #: 2207 CUST# 65666
FOR WITHDR
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File in duplicate originals

Fee: \$20