

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

DILLARD DEPARTMENT STORES, INC.
File number C 106906

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

Dated: July 8, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
STATE
C T 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 statement:

1. The name of the corporation is DILLARD DEPARTMENT STORES, 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 Delaware
4. The date of its incorporation is January 13, 1964 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 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 1600 Cantrell Road, Little Rock, AR 72201
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: Full line retail department stores.

(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

IDAH0 SECRETARY OF STATE
19940708 0900 11946 2
CX #: 23265 CUST# 2136
CORP
1@ 120.00= 120.00

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

Name	Office	Address
See attached list of directors and officers		

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: June 29, 1994

DILLARD DEPARTMENT STORES, INC.

(Corporation Name)

By James E. Darr, Jr.
Its President/Vice President (please specify)

and James I. Freeman
Its Secretary/Assistant Secretary (please specify)

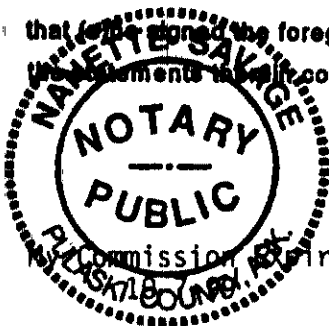
STATE OF ARKANSAS

COUNTY OF PULASKI

I, Nanette Savage, a notary public, do hereby certify that on this 29th day of June, 19 94, personally appeared before me James E. Darr, Jr., who being by me first duly sworn, declared that (s)he is the Vice President of Dillard Department Stores, Inc.

DILLARD DEPARTMENT STORES, INC.

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



Nanette Savage
Notary Public

DILLARD DEPARTMENT STORES, INC.

Chairman/Chief Executive Officer
President/Chief Operating Officer
Executive Vice Presidents

William Dillard
William Dillard, II
Alex Dillard
Mike Dillard
James I. Freeman
James E. Darr, Jr.

Sr. Vice President/Chief Financial Officer/Asst. Sec.
Sr. Vice President/Secretary/General Counsel

Vice Presidents:

W. R. Appleby
W. R. Appleby, Jr.
Gregg Athy
H. Gene Baker
Jan E. Bolton
Michael Bowen
Donald C. Bradley
Joseph P. Brennan
G. Kent Burnett
Leonard Butler
Wynelle Chapman
Drue Corbusier
Daniel Demicell
Laurence J. Donoghue
David M. Doub
Richard Eagan
John A. Franzke
T. R. Gastman
Bernie Goldstein
Roy Grimes
Randal L. Hankins
G. William Haviland
John Hawkins
Peter Inglin

Mark Killingsworth
Gaston Lemoine
Denise Mahaffy
William Manzer
Robert G. McGushin
Michael S. McNiff
Anthony M. Menzie
C. K. Moore
Dominick E. Morvant
Steven K. Nelson
Steven T. Nicoll
Harry D. Passow
M. E. Ritchie, Jr.
Richard Roberds
Larry Robicheaux
James J. Schatz
Linda Sholtis
Burt Squires
Joseph W. Story
Ralph Stuart
David Terry
William B. Warner
Richard B. Willey

Treasurer/Assistant Secretary

John Hawkins

Assistant Secretary

Steven K. Nelson

Assistant Treasurer

David Helm

Directors:

Calvin N. Clyde, Jr.
Robert C. Connor
Drue Corbusier
Will D. Davis
Alex Dillard
Mike Dillard
William Dillard
William Dillard, II

James I. Freeman
John Paul Hammerschmidt
William B. Harrison, Jr.
J. M. Hassels
John H. Johnson
E. Ray Kemp, Jr.
William H. Sutton

State of Delaware

Office of the Secretary of State

RECEIVED
OFFICE OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DILLARD DEPARTMENT STORES, 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 TWENTY-THIRD DAY OF JUNE, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

0606325 8300

944114816

AUTHENTICATION: 7159583

DATE: 06-23-94