

State of Idaho

Department of State.

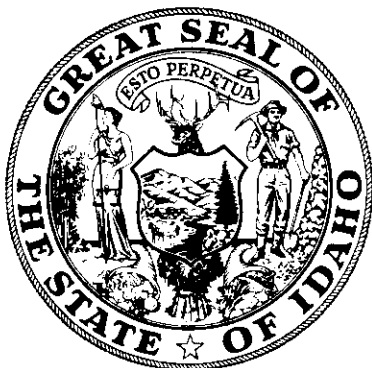
AMENDED CERTIFICATE OF AUTHORITY OF

BROOKS FASHION STORES, INC.

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 an Amended 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 Amended Certificate of Authority to BROOKS FASHION STORES, INC. to transact business in this State under the name BROOKS FASHION STORES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated June 23, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

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SEC. OF STATE

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To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on June 27, 1983, authorizing it to transact business in the State of Idaho under the name of Brooks Fashion Stores, Inc.

1983, authorizing it to transact business in the State of Idaho under the name of

Brooks Fashion Stores, Inc.

2. Its corporate name has been changed to No change

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is No change

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

see attached - purpose changed as a result of the merger

with BR ACQUISITION CORP.

(Note: If no additional purposes are proposed, insert "No change.")

Dated May 1, 1986

By [Signature] Vice President Joseph N. Zawadzki

And [Signature] Its Secretary Sidney J. Silberman

STATE OF NEW YORK)

COUNTY OF New York) ss:

I, Julie Gillman, a notary public, do hereby certify that on this

1st day of May, 1986, personally appeared

(continued on reverse)

before me Joseph N. Zawadzki and Sidney J. Silberman / who being by me first duly sworn,
declared that ~~they~~ ^{they are} Vice Pres. & Secy of Brooks Fashion Stores, Inc. respectively.

they
that ~~he~~ signed the foregoing document as officers of the corporation and
that the statements therein contained are true.

Julie Gillman

Notary Public

JULIE GILLMAN
Notary Public, State of New York
No. 41-4679406
Qualified in Queens County
Cert. Filed in New York County
Commission Expires Nov. 30, 1988

4. The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the Business Corporation Law of the State of New York, provided that the corporation shall not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval being first obtained.

State of New York } ss.:
DEPARTMENT OF STATE }

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SEC. OF STATE
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It is Hereby Certified, That a Certificate of Merger of:

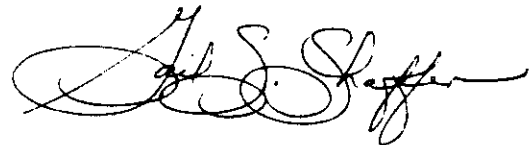
BR ACQUISITION CORP.
(a New York, corp.)

with

BROOKS-FASHION STORES, INC.
(a New York, corp.) surviving corp.

was filed in this Department on the 31st day of October, 1984,

Witness *my hand and the official seal of the
Department of State at the City of
Albany, this 6th day
of June one thousand
nine hundred and eighty-six*



Secretary of State