

State of Idaho

Office of the Secretary of State

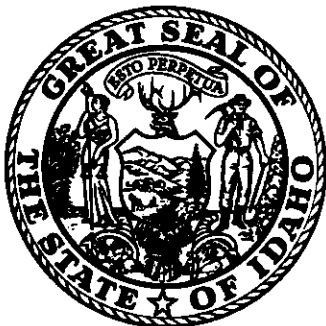
**CERTIFICATE OF AUTHORITY
OF
SEARS OUTLET STORES, L.L.C.**

File Number W 129832

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 7, 2013



Ben Yursa
SECRETARY OF STATE

By *Sheryl Peterson*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 OCT -7 PM 1:26

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

SEARS OUTLET STORES, L.L.C.

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

5500 Trillium Boulevard, Suite 501, Law Operations E5-095B, Hoffman Estates, IL 60192

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1209 Orange Street, Wilmington, DE 19801-0000

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Sears Hometown and Outlet Stores, Inc.

5500 Trillium Boulevard, Suite 501, Hoffman Estates, IL 60192

8. The mailing address for future correspondence:

5500 Trillium Boulevard, Suite 501, Law Operations E5-095B, Hoffman Estates, IL 60192

9. Signature of a manager, member or authorized person.

Donna R. Merrithew
Signature DONNA R. MERRITHEW

Ass't. Sec., Sears Hometown and Outlet Stores, Inc.

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
10/07/2013 05:00
CK: NONE CT: 278665 BH: 1393043
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W129832

Delaware

PAGE 1

The First State

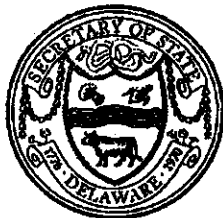
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEARS OUTLET STORES, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2013.

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

4516559 8300

131164990

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0790831

DATE: 10-04-13