

# State of Idaho

## Department of State

CERTIFICATE OF AUTHORITY  
OF  
KG RETAIL STORES, INC.

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

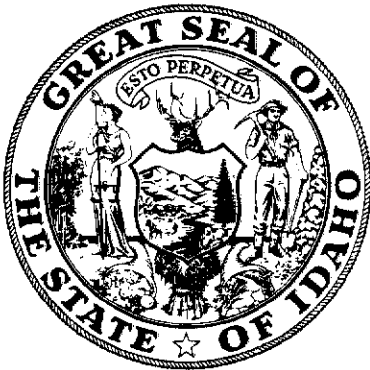
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

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

to transact business in this State under the name KG RETAIL STORES, INC.

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

Dated September 17, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Maurer*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

SEP 17 10 10 AM '87

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 KG RETAIL STORES, INC.

2. The name which it shall use in Idaho is KG RETAIL STORES, 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 23, 1987 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 c/o The Prentice-Hall Corporation System, Inc. 229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 1537, Englewood, CO 80150

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, 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: Retail sale of clothing

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

Name	Office	Address
<u>A. Lawrence Fagan</u>	<u>President/Director</u>	<u>c/o Charterhouse Group International 535 Madison Ave., New York, NY 10022</u>
<u>Kipp Gosewehr</u>	<u>Treasurer/Vice Pres/Director</u>	<u>c/o Charterhouse Group International 535 Madison Ave., New York, NY 10022</u>
<u>Jonathan Shor</u>	<u>Secretary/Director</u>	<u>c/o Feit &amp; Ahrens 488 Madison Ave., New York, NY 10022</u>
<u>Ronald Wilson</u>	<u>Asst Secretary</u>	<u>888 West Ithaca Ave., Englewood, CO 80110</u>
<u>Beth A. Rasin</u>	<u>Asst Secretary</u>	<u>c/o Feit &amp; Ahrens 488 Madison Avenue, NY, NY 10022</u>

(continued on reverse)

Name

Office

Address

Name	Office	Address

- 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: September 3, 1987

KG RETAIL STORES, INC.  
 (Corporation Name)  
 By [Signature]  
 Its President/Vice President (please specify)  
 and [Signature]  
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF New York )  
 COUNTY OF New York ) ss:

I, Jay Clifford Beckoff, a notary public, do hereby certify that on this 3rd day of September, 1987, personally appeared before me Kipp Goswami and Beth A. Rasin, respectively, who being by me first duly sworn, declared that ~~they~~ <sup>are</sup> the Vice President & Secretary, respectively of KG Retail Stores, Inc.

that ~~they~~ <sup>Asst</sup> signed the foregoing document as Vice President & Secretary, respectively of the corporation and that the statements therein contained are true.

**JAY CLIFFORD BECKOFF**  
 Notary Public, State of New York  
 No. 4879630  
 Qualified in New York County  
 Commission Expires December 01, 1988

[Signature]  
 Notary Public

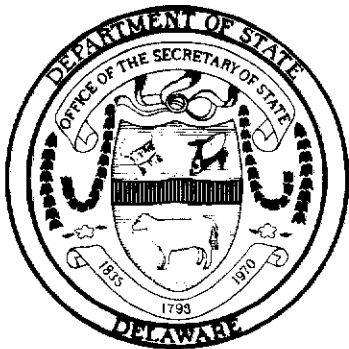


SEP 17 10 10 AM '87  
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY KG RETAIL 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 DATE SHOWN BELOW.

| | | | | | | | | |



757252123

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11392448

DATE: 09/09/1987