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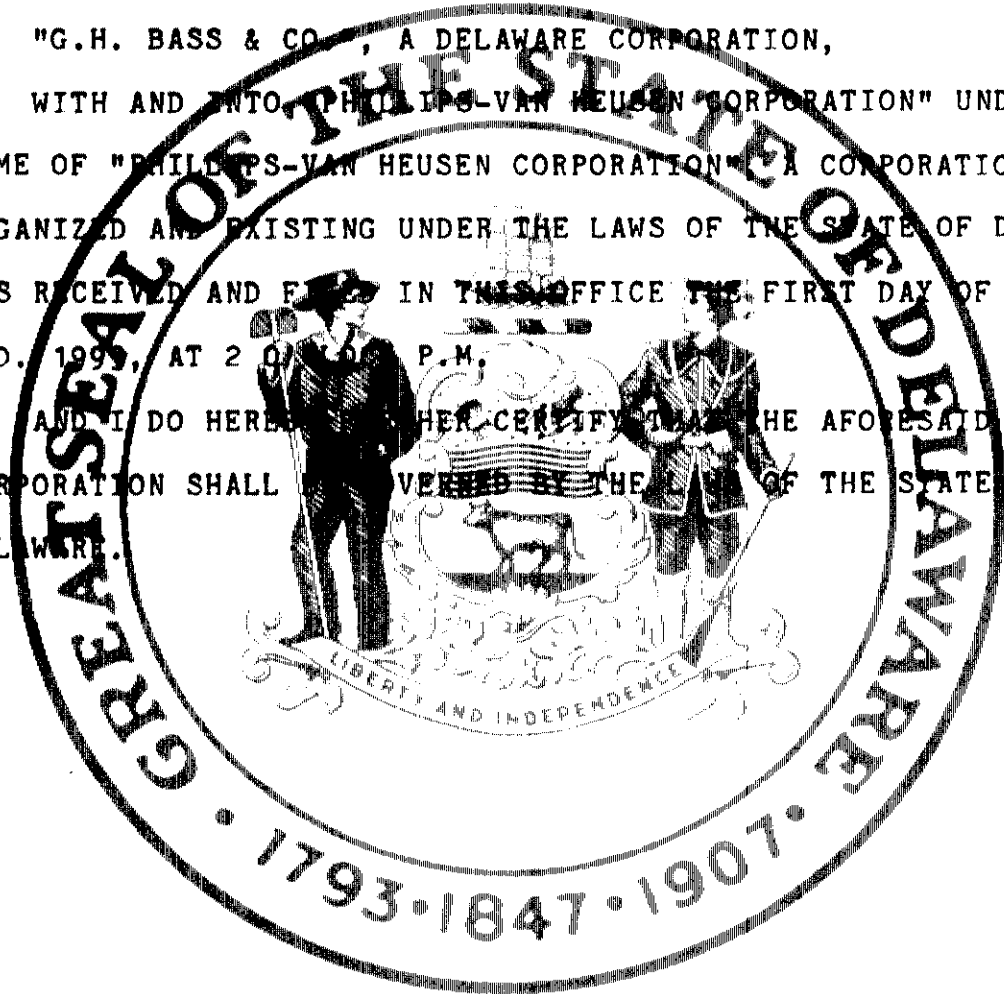
Office of the Secretary of State

JAN 31 2 16 PM '94
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"G.H. BASS & CO.", A DELAWARE CORPORATION, WITH AND INTO "PHILIPPS-VAN HEUSEN CORPORATION" UNDER THE NAME OF "PHILIPPS-VAN HEUSEN CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

AND I DO HEREBY CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



IDAH0 SECRETARY OF STATE

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William T. Quillen

William T. Quillen, Secretary of State



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AUTHENTICATION: 7007257

DATE: 01-24-94