

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
HOMEGOODS, INC.**

File Number C 143970

I PETE T. CENARRUSA, 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 Business Corporation 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: 20 May 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*

FILED/EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 MAY 20 AM 9:07

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: HomeGoods, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 03/02/1993
5. The address of its principal office is: 770 Cochituate Road
Framingham, MA 01701
6. The address to which correspondence should be addressed, if different from item 5, is:
Same
7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is: C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attached</u>		

Dated: May 8, 2002
HomeGoods, Inc.

Signature: _____

Typed Name: Jay H. Meltzer

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
05/20/2002 05:00
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C 143970

HOMEGOODS, INC
OFFICERS AND DIRECTORS
JANUARY 03, 2002

PRESIDENT	JEROME ROSSI
SENIOR VICE PRESIDENT	LISA PANATTONI
SENIOR VICE PRESIDENT	COLIN WREN
VICE PRESIDENT	ALFRED APPEL
VICE PRESIDENT	MARGARET BYNOE
VICE PRESIDENT	DONALD G. CAMPBELL
VICE PRESIDENT	KEN CANESTRARI
VICE PRESIDENT	VICTOR HERNANDEZ
VICE PRESIDENT	IRVING RITZ
VICE PRESIDENT / TREASURER	MARY B. REYNOLDS
VICE PRESIDENT	MICHAEL SKIRVIN
ASSISTANT VICE PRESIDENT	JOAN KORZEC-BROWN
ASSISTANT VICE PRESIDENT	DANIEL R. MOORE
ASSISTANT VICE PRESIDENT	LOUIS NAPOLI
ASSISTANT TREASURER ASSISTANT SECRETARY ASSISTANT CLERK	SHARON SCHULER
SECRETARY/CLERK	JAY H. MELTZER
ASSISTANT SECRETARY ASSISTANT CLERK	ANN MCAULEY
ASSISTANT SECRETARY ASSISTANT CLERK	KEVIN G. FOX
CHAIRMAN OF THE BOARD	PETER MAICH
DIRECTOR	EDMOND ENGLISH
DIRECTOR	DONALD G. CAMPBELL

* Mailing address for all listed: 770 Cochituate Rd, Framingham MA 01701

Delaware

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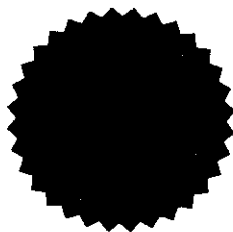
The First State

SECRETARY OF STATE
STATE OF DELAWARE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMEGOODS, 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 SIXTEENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1781806

DATE: 05-16-02