



Department of State

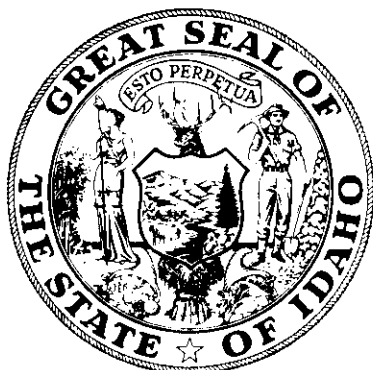
**CERTIFICATE OF AUTHORITY
OF**

ASHLEY'S OUTLET STORES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ASHLEY'S OUTLET 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 ASHLEY'S OUTLET STORES, INC. to transact business in this State under the name ASHLEY'S OUTLET STORES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 11, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

REC'D
SEC. OF STATE
APR 11 1986

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 Ashley's Outlet Stores, Inc.

2. The name which it shall use in Idaho is Ashley's Outlet 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 February 20, 1986 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

229 South State Street, Dover, Delaware

6. The address to which correspondence should be addressed, if different from that in item 5.

600 Kellwood Parkway, Chesterfield, MO 63017

7. The street address of its proposed registered office in Idaho is 700 W. Idaho

Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To buy, sell or deal in, wholesale and retail wearing apparel.

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

Name

Office

Address

(SEE ATTACHED)

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
200	Common	\$.01

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1	Common	\$.01

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated: March 21 1986

By Joseph P. Collins
Its President/Vice-President (please specify)
Joseph P. Collins
and Gerald Coopersmith
Its Secretary/Assistant Secretary (please specify)
Gerald Coopersmith

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

I, MICHAEL A. TRIPPIEDI, a notary public, do hereby certify that on this 21 day of MARCH, 19 86, personally appeared before me GERALD COOPERSMITH, who being by me first duly sworn, declared that he is the SECRETARY of ASHLEY'S OUTLET STORES, INC.

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

MICHAEL A. TRIPPIEDI
Notary Public, State of New York
No. 4828166
Qualified in Nassau County
Commission Expires March 30, 1987

Michael A. Trippiedi
Notary Public

President/Director:

Joseph P. Collins
600 Kellwood Parkway
Chesterfield, MO 63017

Chairman/Director:

Hal Upbin
c/o Fifth Avenue Cards, Inc.
350 Fifth Avenue
Suite 1517
New York, N.Y. 10118

Secretary:

Gerald Coopersmith
c/o Fifth Avenue Cards, Inc.
350 Fifth Avenue
Suite 1517
New York, N.Y. 10118

Treasurer/ Assistant Secretary:

Sheila Shantz
600 Kellwood Parkway
Chesterfield, MO 63017

Director:

Edward D. Herrick
c/o Halsey & Herrick Limited
c/o Halsey & Herrick Development Company
115 East 57th Street
New York, N.Y. 10022

Director:

James C. Jacobsen
600 Kellwood Parkway
Chesterfield, MO 63017

Assistant Secretary:

Cindy R. Kurtz
c/o Olshan Grundman & Frome
505 Park Avenue
New York, New York 10022



RECEIVED
REC. OF STATE

APR 11 AM 8 48

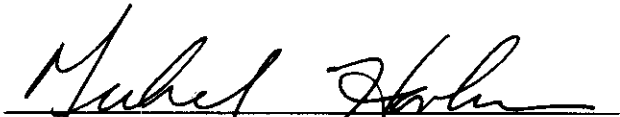
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ASHLEY'S OUTLET 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.

| | | | | | | | | |



686093010


Michael Harkins, Secretary of State

AUTHENTICATION: 10778066

DATE: 04/03/1986