

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

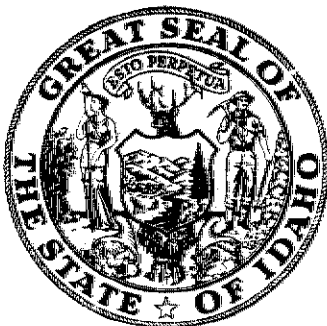
VENATOR GROUP SPECIALTY, INC.

File number C 125445

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: August 31, 1998



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Amanda Hunkle*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows: SEP 15 10 10:15 AM '98

- The name of the corporation is Venator Group Specialty, Inc.  
(f/k/a F.W. Woolworth Co.) STATE OF IDAHO
- The name which it shall use in Idaho is Venator Group Specialty, Inc.
- It is incorporated under the laws of New York State
- Its date of incorporation is December 15, 1911
- The address of its principal office is 233 Broadway  
New York, NY 10279
- The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
- The street address of its registered office in Idaho is C T CORPORATION SYSTEM  
300 North 6th Street, Boise,  
ID 83702, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Roger N. Farah</u>	<u>Director</u>	<u>233 Broadway NY, NY 10279</u>
<u>Dale W. Hilpert</u>	<u>Director</u>	<u>233 Broadway NY, NY 10279</u>
<u>Reid Johnson</u>	<u>Director</u>	<u>233 Broadway NY, NY 10279</u>
<u>Dale W. Hilpert</u>	<u>President</u>	<u>233 Broadway NY, NY 10279</u>
<u>Sheilagh M. Clarke</u>	<u>Secretary</u>	<u>233 Broadway NY, NY 10279</u>
<u>John Cannon</u>	<u>Treasurer</u>	<u>233 Broadway NY, NY 10279</u>
<u>Jeremy Nowak</u>	<u>Asst. Secretary</u>	<u>233 Broadway NY, NY 10279</u>

Dated: Jeremy Nowak 8/5/98  
Venator Group Specialty, Inc.  
(Corporation name)

By Jeremy Nowak  
Its Asst. Secretary  
(Specify capacity of signer)

Customer Acct #:  
(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

08/31/1998 09:00  
CK: 690009767 CT: 103384 DM: 141050

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State of New York )  
Department of State ss:

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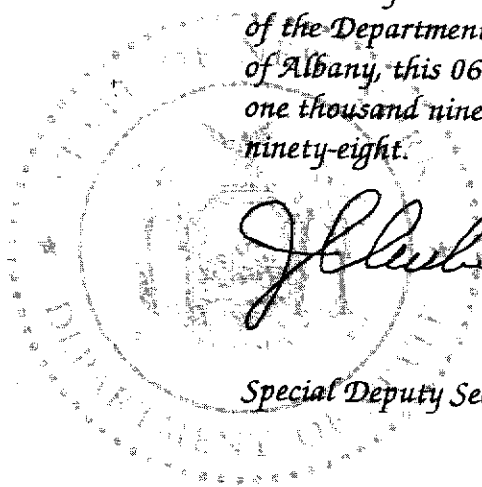
I hereby certify, that the certificate of incorporation of VENATOR GROUP SPECIALTY, INC. was filed on 12/15/1911, under the name of F. W. WOOLWORTH CO., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment F. W. WOOLWORTH CO., changing name to VENATOR GROUP SPECIALTY, INC., was filed 06/12/1998.

The Biennial Statement is past due.

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Witness my hand and the official seal of the Department of State at the City of Albany, this 06th day of August one thousand nine hundred and ninety-eight.



*[Handwritten signature]*

Special Deputy Secretary of State

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SECRETARY OF STATE  
STATE OF IDAHO

*State of New York* }  
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* JUN 16 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

CT-07

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
F. W. WOOLWORTH CO.

CT-07

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SECRETARY OF STATE  
STATE OF IDAHO


Under Section 805 of the Business Corporation Law

We, the undersigned, John H. Cannon and Sheilagh M. Clarke, being, respectively, the Vice President and the Secretary of F. W. Woolworth Co., a corporation organized under the laws of the State of New York (the "Company"), do hereby state and certify that:

1. The name of the Company is F. W. Woolworth Co.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on December 15, 1911; the Restated Certificate of Incorporation of the Corporation was filed by the Department of State on November 15, 1989.
3. The Restated Certificate of Incorporation is hereby amended, as authorized by Section 801 of the Business Corporation Law of the State of New York, to change the name of the Company (in Article FIRST of such Restated Certificate of Incorporation). To effect such amendment, Article FIRST of the Restated Certificate of Incorporation is hereby amended to read, in its entirety, as follows:  
  
"FIRST. -- The name of the corporation is 'Venator Group Specialty, Inc.' (hereinafter called the 'Company')."
4. The amendment of the Certificate of Incorporation set forth above was authorized by the unanimous written consent of the Board of Directors dated June 8, 1998, as authorized by Section 708(b) of the New York Business Corporation Law ("BCL"), followed by the written consent of the sole shareholder of the Company approving and adopting such amendments, such written consent having been given in lieu of a unanimous vote of the outstanding shares of the Company at a meeting of shareholders, as authorized by Section 615 of the BCL.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate of Amendment of the Certificate of Incorporation of the Company and do affirm the foregoing as true under the penalties of perjury as of this 11th day of June 1998.

  
John H. Cannon  
Vice President  
fwamend

  
Sheilagh M. Clarke  
Secretary