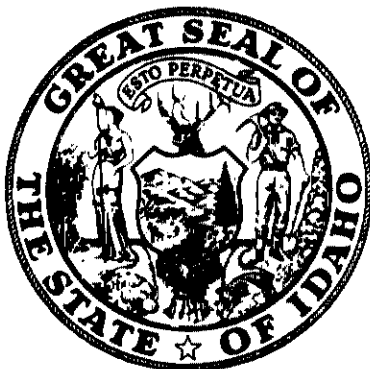


Strophe auf Lutherdenkmal

**CERTIFICATE OF AUTHORITY
OF
LEATHER LOFT 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.

Dated **September 9, 1991**



Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE
91 SEP 19 AM 9 00
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 LEATHER LOFT STORES, INC.
2. The name which it shall use in Idaho is _____
- (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 New Hampshire
4. The date of its incorporation is January 23, 1985 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 Watson Brook Road, P.O. Box 1070, Exeter, NH 03833
6. The address to which correspondence should be addressed, if different from that in item 5. _____
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the retail sale of leather goods, as well as
in any lawful act or activity permitting.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jonathan S. Shafmaster	President/Treasurer	Watson Brook Rd., Exeter, New Hampshire 03833
Clive W. Wang	Exec. V.P.	Watson Brook Rd., Exeter, NH 03833
Robert Murphy	Sr. V.P.	Watson Brook Rd., Exeter, NH 03833
Daniel E. Wilson	Secretary	Watson Brook Rd., Exeter NH 03833
Jeffrey S. Towers	Ass't. Secretary	Watson Brook Rd., Exeter NH 03833
Jonathan S. Shafmaster	Director	Watson Brook Rd., Exeter New Hampshire 03833

(continued on reverse)

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: _____, 1991

LEATHER LOFT STORES, INC.

(Corporation Name)

By _____

Its President/Vice President (please specify)

Jonathan S. Shafmaster

and _____

Its Secretary/Assistant Secretary (please specify)

Daniel E. Wilson

STATE OF New Hampshire

COUNTY OF Rockingham

) ss:

I, Laura H. Sante

, a notary public, do hereby certify that on this 26th day of June, 19 91, personally appeared before

me Jonathan S. Shafmaster, who being by me first duly sworn, declared that (s)he

is the president of LEATHER LOFT STORES, INC.

that (s)he signed the foregoing document as president of the corporation and that the statements therein contained are true.

Laura H. Sante
Notary Public

LAURA H. SANTE, Notary Public
My Commission Expires January 3, 1996

State of New Hampshire
Department of State

CERTIFICATE OF GOOD STANDING

RECEIVED
SEC. OF STATE
91 AUG 19 AM 8 56

I, William M. Gardner, Secretary of State

of the State of New Hampshire, do hereby certify that

LEATHER LOFT STORES, INC. is a New Hampshire corporation

formed on January 23, 1985. I further certify that it is

in good standing as far as this office is concerned,

having filed the annual report(s) and paid the fees

required by law.



IN TESTIMONY WHEREOF, I hereto set
my hand and cause to be affixed the
Seal of the State of New Hampshire
this 13th day of August, 1991

William M. Gardner

William M. Gardner
Secretary of State