

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

BROOKS FASHION STORES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROOKS FASHION 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 BROOKS FASHION STORES, INC.

to transact business in this State under the name BROOKS FASHION STORES, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated June 27, 1983



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 BROOKS FASHION STORES, INC. STATE

2. *The name which it shall use in Idaho is BROOKS FASHION STORES, INC.

3. It is incorporated under the laws of New York

4. The date of its incorporation is July 24, 1923 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 370 Seventh Avenue, New York, New York 10001

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 manufacture, buy, sell, distribute and deal in clothing and wearing apparel of every description and any and all materials or articles required for, or used or useful in connection with all or any of the objects aforesaid.

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

Name	Office	Address
SEE ATTACHED RIDER		

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
<u>9,000,000</u>	<u>Common</u>	<u>\$.10</u>
<u>1,001,250</u>	<u>Class B Common</u>	<u>\$.10</u>

(continued on reverse)

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

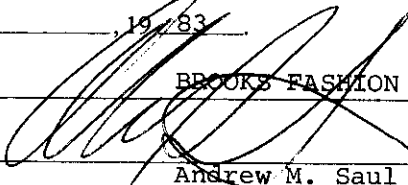
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,806,937	Common	\$.10
None	Class B Common	\$.10

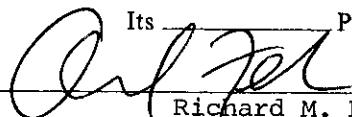
12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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 June 20, 1983

BROOKS FASHION STORES, INC.

By  Andrew M. Saul
 Its President

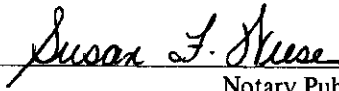
and  Richard M. Felner
 Its Secretary

STATE OF NEW YORK)
) ss:
 COUNTY OF NEW YORK)

I, Susan F. Wiese, a notary public, do hereby certify that on this 20th day of June, 1983, personally appeared before me Andrew M. Saul, who being by me first duly sworn, declared that he is the President of BROOKS FASHION STORES, INC.

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

SUSAN F. WIESE
 NOTARY PUBLIC, State of New York
 No. 4650236
 Qualified in Nassau County
 Commission Expires March 30, 1985


 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

R I D E R

OFFICERS & DIRECTORS

* * * * *


<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ANDREW M. SAUL	President & Director	1347 Hewlett Lane Hewlett Harbor, NY 11557
ROY C. CHAPMAN	Vice-President & Director	35 Cedarfield Road Laurel Hollow, NY 11791
HAROLD RANDALL	Vice-President	1249 Boulevard Westfield, NJ 07090
RICHARD M. FELNER	Secretary	1 Well House Close Mamaroneck, NY 10543
JOSEPH N. ZAWADZKI	Treasurer	5 Birch Court Marlboro, NJ 07746
JOSEPH E. SAUL	Director	210 Cedar Avenue Hewlett Bay Park, NY 11557
H. RICHARDS ROBERTS	Director	3 Broadlawn Avenue Great Neck, NY 11024
JAMES L. HESKETT	Director	Harvard University Boston, MA 02163
NOEL LEVINE	Director	Hygiene Industries 295 Fifth Avenue New York, NY 10017
THOMAS J. STANTON, JR.	Director	First Jersey National Bank One Exchange Place Jersey City, NJ 07303
CHARLES B. LEBOVITZ	Director	C.B.L. & Associates, Inc. One Northgate Park Chattanooga, TN 37415

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

33053

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983]



Secretary of State

JUN 27 8 42 AM '83
SECRETARY OF STATE

X

CERTIFICATE OF INCORPORATION

UNITED STATES OF AMERICA

I, the undersigned, do hereby certify that the persons named herein are citizens of the United States, and residents of the State of New York, do, by these presents, associate themselves to form a corporation pursuant to and in accordance with the provisions of the business corporation law, and the laws of this State as hereby certified as follows:

I. The name of the proposed corporation is

UNITED UNION STORES CO., INC.

II. The purposes for which said corporation is to be formed are as follows:

To manufacture, buy, sell, distribute and deal in clothing and wearing apparel of every description, and buy and sell materials or articles used for or used or used in connection with any or any of the objects aforesaid.

To purchase or otherwise acquire, own and hold real estate, and to purchase, lease, own, hold, use, lease, sell, convey, mortgage, and otherwise dispose of any and all real estate, and to purchase, lease, own, hold, use, lease, sell, convey, mortgage, and otherwise dispose of any and all personal property, and to purchase, lease, own, hold, use, lease, sell, convey, mortgage, and otherwise dispose of any and all personal property.

To purchase, acquire, apply for, receive, hold, use or sell or otherwise dispose of, and any and all copyrights, trade-marks, trade-names and other

distinctive marks.

To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things above set forth to the same extent and as fully as natural persons might do or could do in the State of New York, or in any other state, country or place.

III. The amount of the capital stock shall be Fifty Thousand Dollars (\$50,000) of which Forty Thousand Dollars (\$40,000) is to be preferred stock consisting of four hundred shares of the par value of One Hundred Dollars (\$100) each, and Ten Thousand Dollars (\$10,000) is to be common stock consisting of one hundred (100) shares of the par value of One Hundred Dollars (\$100) each.

The holders of preferred stock shall be entitled to receive and the said corporation shall be obligated to pay out of the surplus and net profits a cumulative dividend at the rate of, but not exceeding, six percent (6%) per annum, payable in semi-annual installments on such dates as may be fixed by the by-laws the first year beginning on the 15th day of July, 1923 and the same shall be paid or set apart before any dividend shall be paid or set apart on the common stock.

Said preferred stock shall not ever be entitled

to participate in any other or additional earnings or profits, but shall be entitled to be repaid in full upon any distribution of the assets of the said corporation in the event of insolvency or dissolution before any distribution of capital shall be made to the common stock, and the amount of the said preferred stock shall not be changed or altered by any reduction in capital of the said corporation without the consent in writing of the holders of a majority thereof.

The holders of preferred stock shall have no voice or vote in the management of the corporation nor in any proceedings requiring the affirmative vote or consent of stockholders, except that the limitations and restrictions contained in this paragraph shall not apply to any proceedings that may result in an increase or reduction of the amount of authorized preferred stock, nor in proceedings for voluntary dissolution by stockholders without judicial proceedings. Such right to vote at meetings of stockholders and to give consent in any statutory proceedings requiring consent of stockholders shall be vested in, and exercised exclusively by the holders of the common stock.

IV. The amount of capital with which the said corporation will begin business will be One Thousand Dollars

\$1000).

V. The location of its principal business office will be in the Borough of Manhattan, City, County and State of New York.

VI. The duration of the corporation will be for five (5) years.

VII. The number of its directors shall be three (3).

VIII. The names and post office addresses of the directors for the first year are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
MAY LOOMIS	674 Sterling Place, Brooklyn, N. Y.
MARION PARSONS	1937 Walton Ave., Bronx, N. Y. C.
CLARENCE W. HOBBS	349 West 4th St., Manhattan, N. Y. C.

IX. The names and post office addresses of the subscribers and the number of shares of stock which each agrees to take in said corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. SHARES</u>	
		<u>Preferred</u>	<u>Common</u>
MAY LOOMIS	674 Sterling Place, Bklyn. New York State	2	2
MARION PARSONS	1937 Walton Ave., Bronx New York City	6	6
CLARENCE W. HOBBS	349 West 4th St., Manhattan New York City	2	2

X. Said corporation may in its by-laws fix the number (not less than the number required by law) of shares of preferred or common stock, or both, the holders of which must

consent to, or which must be voted in favor of any specific act or acts by said corporation, or its Board of Directors, and during the period for which such number remains so fixed, such specified act or acts shall not and may not be performed or carried out by said corporation or its Board of Directors, without the consent or affirmative vote of the holders of at least the number of shares so fixed.

IN WITNESS WHEREOF, we have subscribed our names to this certificate in duplicate, this 17th day of July, 1923.

May Carson

Emma W. Holtz

Mary C. Johnson

State of New York)
City of New York : SS.:
County of New York)

On this 11th day of July, one thousand nine hundred and twenty-three, before me personally appeared MAY LOOMIS, MARION PARSONS and CLARENCE W. HOBBS, to me known and known to me to be the individuals described in and who executed the foregoing certificate of incorporation, and they severally duly acknowledged to me that they executed the same for the purposes therein mentioned.

Sidney R. Fleisher

SIDNEY R. FLEISHER
Notary Public, Kings County
N. Y. Co. Clerk's No. 411 N. Y. Co. Reg. No. 57
Kings Co. Clerk's No. — Kings Co. Reg. No. —
Term expires March 31

2211-16-7

2211

CERTIFICATE OF INCORPORATION

-of-

F. S. FASHION STORES CO., INC.

Tax \$ 25
Under Section 109, Chapter 62, Laws of 1938,
AS AMENDED
Paid to
Secretary of State before Filing.

STATE OF NEW YORK
OFFICE OF
SECRETARY OF STATE

FILED JUL 24 1923

James A. Hamilton
SECRETARY OF STATE

HICKERTON, WITTENBERG & FLEISHER
220 WEST 42ND STREET
NEW YORK

720-68-1

State of New York }
Department of State }

ss.:

33055

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983.



Secretary of State

JUN 27 8 43 AM '83
SECRETARY OF STATE

CERTIFICATE OF INCREASE OF CAPITAL STOCK
AND CLASSIFICATION OF SHARES

of

F. S. FASHION STORES CO., INC.

(Pursuant to Section 36 of the Stock Corporation Law)

WE, THE UNDERSIGNED, who constitute the holders of record of all the outstanding shares of F. S. FASHION STORES CO., INC., entitled to vote on an increase of capital stock and classification of shares, do hereby certify as follows:

1. The name of the corporation is F. S. FASHION STORES CO., INC.
2. The certificate of incorporation of said corporation was filed in the office of the Secretary of State on the 24th day of July, 1923.
3. The total amount of the previously authorized capital stock is Fifty thousand dollars (\$50,000.00).
4. The total number of shares which the corporation is already authorized to issue is five hundred (500), all of the par value of One hundred dollars (\$100.00) each.
5. The shares already authorized are classified as follows: Preferred four hundred (400) shares; common one hundred (100) shares.

The designations, preferences, privileges and voting powers, or restrictions or qualifications of the classes of shares already authorized are as follows:

The holders of preferred stock shall be entitled to receive and the said corporation shall be obligated to pay out of the surplus and net profits a cumulative dividend

at the rate of, but not exceeding, six per cent (6%) per annum, payable in semi-annual installments on such dates as may be fixed by the by-laws the first year beginning on the 15th day of July, 1925 and the same shall be paid or set apart before any dividend shall be paid or set apart on the common stock.

Said preferred stock shall not ever be entitled to participate in any other or additional earnings or profits, but shall be entitled to be repaid in full upon any distribution of the assets of the said corporation in the event of insolvency or dissolution before any distribution of capital shall be made to the common stock, and the amount of the said preferred stock shall not be changed or altered by any reduction in capital of the said corporation without the consent in writing of the holders of a majority thereof.

The holders of preferred stock shall have no voice or vote in the management of the corporation nor in any proceedings requiring the affirmative vote or consent of stockholders, except that the limitations and restrictions contained in this paragraph shall not apply to any proceedings that may result in an increase or reduction of the amount of authorized preferred stock, nor in proceedings for voluntary dissolution by stockholders without judicial proceedings. Such right to vote at meetings of stockholders and to give consent in any statutory proceedings requiring consent of stockholders shall be vested in, and exercised exclusively by the holders of the common stock.

6. The number of shares of each class issued and outstanding is: Preferred four hundred (400) shares; common one hundred (100) shares.

7. The amount to which the capital stock is hereby increased is One Hundred Fifty Thousand Dollars (\$150,000.00).

8. The number of shares is hereby increased from five hundred (500) to fifteen hundred (1500), all of the par value of One hundred dollars (\$100.00) each, being the same par value as the shares heretofore authorized.

9. The total number of shares, including those previously authorized, which the corporation may henceforth have, is fifteen hundred (1500), all of which, as heretofore are to be of the par value of One hundred dollars (\$100.00) each. Of such shares fourteen hundred (1400) shall be preferred and one hundred (100) thereof shall be common.

10. The designations, preferences, privileges and voting powers or restrictions or qualifications of each of the shares shall be as follows:

a) The holders of the shares of preferred stock shall be entitled to a cumulative dividend of six per centum (6%) per annum, payable semi-annually, out of surplus before any dividend shall be declared on the common stock, and in any distribution of the assets of the company they shall receive One hundred dollars (\$100.00) per share, plus a sum equal to the aggregate of unpaid accumulated dividends thereon, before distribution among the holders of the common stock. The holders of the shares of preferred stock shall be entitled to no other dividends or portion in the assets, except as herein expressly provided, and shall not be entitled to vote at any meeting or in any proceeding whatever, except such as may effect an increase or reduction or change in the shares of the authorized preferred stock of the company to which increase, reduction or change in the preferred shares the Board of Directors has given unanimous consent.

b) The common stock and each transfer of each share thereof shall be subject to the terms and provisions of an agreement between the holders of record of the common stock on March 21, 1927, dated that day and filed with the Secretary

of the company, and this restriction and condition shall be binding on every holder of common stock whether he became a holder by devolution by operation of law, or in any other manner whatsoever.

IN WITNESS WHEREOF we have made, subscribed and acknowledged this certificate in duplicate, this 12. day of August, 1927.

Israel S. Paul (L.S.)

B. B. Friedman (L.S.)

Manuel S. Paul (L.S.)

STATE OF NEW YORK)
COUNTY OF SUFFOLK) SS:

On this *12* day of August, 1927, before me personally came ISRAEL SAUL, MANUEL SAUL and BENJAMIN B. FRIEDMAN, to me known and known to me to be the persons described in and who executed the foregoing certificates and severally duly acknowledged to me that they executed the same.

Alexander M. Miller
Notary Public
Suffolk County

STATE OF NEW YORK)
COUNTY OF SUFFOLK) SS:

ISRAEL SAUL, being duly sworn, deposes and says:
That he is the Secretary of the F. S. FASHION STORES CO. INC., the corporation mentioned and described in the foregoing certificate, and that the persons who have executed the foregoing certificate, in person or by proxy, constitute the holders of record of all the outstanding shares of said corporation entitled to vote thereon.

Sworn to before me this
17 day of August, 1927.

Israel Saul

Alexander M. Miller
Notary Public
Suffolk County

mt

3117-64-5

811

Dated:

9/2/64
64

CERTIFICATE OF INCREASE OF
CAPITAL STOCK AND CLASS-
IFICATION OF SHARES

SM of
F. S. FASHION STORES CO., INC.

(Pursuant to Section 38 of the
Stock Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 2 - 1964

TAX *15000*

FILING FEE *20000*

SECRETARY OF STATE

BY *John Miller*
CASHIER

LOPIN & MILLER
70 WEST 40th STREET
NEW YORK

9-119-1113

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

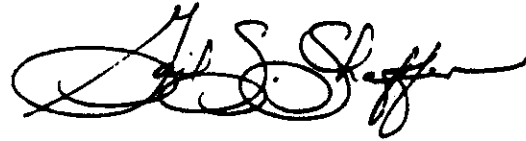
33057

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 13 1983

JUN 17 8 43 AM '83
SECRETARY OF STATE



Secretary of State

CERTIFICATE OF EXTENSION OF EXISTENCE

of

F. S. FASHION STORES CO., INC.

(Pursuant to Section 39 of the General Corporation Law)

WE, THE UNDERSIGNED, being stockholders of record of the F. S. FASHION STORES CO., INC., a domestic stock corporation, each holding the number of shares of said corporation set opposite our respective signatures hereto, and together holding at least two-thirds of its outstanding shares entitled to vote on an extension of existence, do hereby certify:

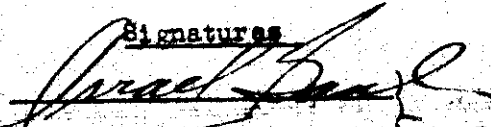

1. The name of the corporation is F. S. FASHION STORES CO., INC.

2. The certificate of incorporation of said corporation was filed in the office of the secretary of state on the 24th day of July, 1923.

3. The term of existence specified in the certificate of incorporation will expire on the 24th day of July, 1928.

4. The date to which the term of existence is extended is March 21, 1937.

IN WITNESS WHEREOF we have made and subscribed this certificate in duplicate, this 12th day of August, 1927.

<u>Signatures</u>	<u>No. of Shares Common</u>
	
	
As Trustees	100

STATE OF NEW YORK)
COUNTY OF SUFFOLK) SS:

On this 17 day of August, 1927, before me personally came ISRAEL SAUL and BENJAMIN B. FRIEDMAN, to me known and known to me to be the persons described in and who executed the foregoing certificate and severally duly acknowledged to me that they executed the same.

Abraham Miller
Notary Public
Suffolk County

STATE OF NEW YORK)
COUNTY OF SUFFOLK) SS:

ISRAEL SAUL, being duly sworn, deposes and says:
That he is the Secretary of the F. S. FASHION STORES CO., INC., the corporation mentioned and described in the foregoing certificate; that the persons who have subscribed the foregoing certificate, in person or by proxy, constitute the holders of record of all ^{of} the outstanding shares of said corporation entitled to vote on extension of existence.

Sworn to before me this

17 day of August, 1927.

Abraham Miller
Notary Public
Suffolk County

Israel Saul

4-3117-115-2

Dated: *37* 1937

CERTIFICATE OF EXTENSION
OF EXISTENCE

of

F. S. FASHION STORES CO., INC.

(Pursuant to Section 37 of the
General Corporation Law)

37
Approved
OK
M

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 9 - 1937
TAX
FILING FEE
REGINA M. ...
SECRETARY OF STATE
LORIN S. MILLER
70 WEST 40th STREET
NEW YORK

ESTIMATED

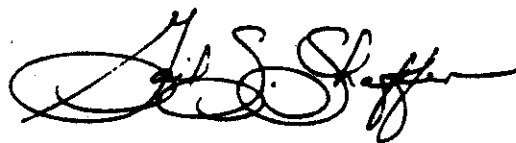
State of New York }
Department of State } ss.:

33059

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 13 1983.



Secretary of State

CERTIFICATE OF EXTENSION
OF EXISTENCE

-of-

F. S. FASHION STORES CO. INC.

Pursuant to Section 45 of the General
Corporation Law.

08
We, the undersigned, being stockholders of record of F. S. FASHION STORES CO. INC., a domestic stock corporation, each holding the number of shares of said corporation set opposite our respective signatures hereto, and together holding at least two-thirds (2/3) of its outstanding shares entitled to vote on an extension of existence, do hereby certify:

1. The name of the corporation is F. S. FASHION STORES CO. INC.
2. The certificate of incorporation of said corporation was filed in the office of the Secretary of State on the 24th day of July, 1923, and a duplicate copy thereof was filed in the office of the Clerk of the County of New York, on the 25th day of July, 1923. On the 2nd day of September, 1927, there was filed in the office of the Secretary of State of New York a certificate of increase of capital stock and classification of shares of this corporation, and a duplicate copy thereof was filed in the office of the Clerk of the County of New York on the 6th day of September, 1927. On the 3rd day of September, 1927, there was filed in the office of the Secretary of State of New York a certificate of extension of existence of this corporation, and on the 6th day of September, 1927, a duplicate copy thereof was filed in the office of the Clerk of

3969-98-1

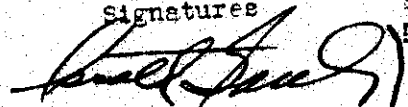
the County of New York.

3. The term of existence of this corporation as extended by the aforementioned certificate of extension of existence filed in the office of the Secretary of State of New York on September 3, 1927, and in the office of the Clerk of the County of New York on September 6, 1927, will expire on the 21st day of March, 1937.

4. The term of existence of the corporation is hereby extended so that the existence of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have made and subscribed this certificate in duplicate, this 2nd day of March, 1931.

Signatures



Number of
Shares Com-
mon Stock

Total of

Benjamin B. Friedman
As voting trustee for
common stock

100 shares

STATE OF NEW YORK)
 : SS
COUNTY OF NEW YORK)

On this 2nd day of March, 1931, before me personally came ISRAEL SAUL and BENJAMIN B. FRIEDMAN, to me known and known to me to be the persons described in and who executed the foregoing certificate and severally duly acknowledged to me that they executed the same.

Beatrix Goldman

STATE OF NEW YORK)
 : SS:
COUNTY OF NEW YORK)

ISRAEL SAUL, being duly sworn, deposes and says: That he is the Secretary of F. S. FASHION STORES CO. INC., the corporation mentioned and described in the foregoing certificate. That the persons who have subscribed the foregoing certificate in person or by proxy constitute the holders of record of all of the outstanding shares of said corporation entitled to vote on extension of existence.

Sworn to before me this

2nd day of March, 1931.

Beatrix Goldman

Israel Saul Secy

NOTARY PUBLIC
STATE OF NEW YORK
My Commission Expires March 1st, 1932



7/2/37
2/2/37 98

CERTIFICATE OF EXTENSION
OF EXISTENCE

[Handwritten initials]

-of-

F. S. FASHION STORES
CO. INC.

Pursuant to Section 45
of the General Corpora-
tion Law

Dated, March Year, 1931
STATE OF NEW YORK

DEPARTMENT OF STATE

FILED MAR -9 1931

FILED

TRUSTS

[Handwritten signature]

SECRETARY OF STATE

WILLIAM S. SELLS
18 WILLIAM STREET
NEW YORK

4-86 - 6962

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

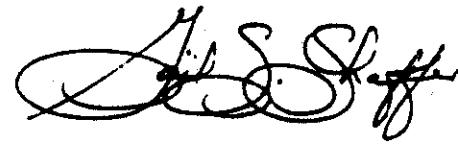
33061

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 13 1983

JUN 27 8 43 AM '83
SECRETARY OF STATE



Secretary of State

C E R T I F I C A T E

of Increase of Capital Stock and Reclas-
sification of Shares

-of-

F. S. FASHION STORES CO. INC.

Pursuant to Section 36 of the Stock Corpor-
ation Law.

99

We, the undersigned, who constitute the holders of record of all of the outstanding shares of F. S. FASHION STORES CO. INC., entitled to vote on an increase of capital stock, do hereby certify as follows:

1. The name of the corporation is F. S. FASHION STORES CO. INC.
2. The certificate of incorporation of said corporation was filed in the office of the Secretary of State on the 24th day of July, 1923, and a duplicate copy thereof was filed in the office of the Clerk of the County of New York, on the 25th day of July, 1923. On the 2nd day of September, 1927, there was filed in the office of the Secretary of State of New York a certificate of increase of capital stock and classification of shares of this corporation, and a duplicate copy thereof was filed in the office of the Clerk of the County of New York on the 6th day of September, 1927. On the 3rd day of September, 1927, there was filed in the office of the Secretary of State of New York a certificate of extension of existence of this corporation, and on the 6th day of September, 1927, a duplicate copy thereof was filed in the office of the Clerk of the County of New York.
3. The total amount of previously authorized capital stock is One hundred fifty thousand (\$150,000.) Dollars.

3969-99-1

4. The total number of shares which the corporation is already authorized to issue is fifteen hundred (1500), all of the par value of One hundred (\$100.00) Dollars each.

5. The shares already authorized are classified as follows: Preferred, 1400 shares of the par value of \$100.00 each, and common, 100 shares of the par value of \$100.00 each.

The designations, preferences, privileges and voting powers or restrictions or qualifications of the classes of shares already authorized are as follows:

(a) The holders of the shares of preferred stock shall be entitled to a cumulative dividend of six (6%) per centum per annum, payable semi-annually, out of surplus, before any dividend shall be declared on the common stock, and in any distribution of the assets of the Company they shall receive \$100.00 per share, plus a sum equal to the aggregate of unpaid accumulated dividends thereon, before distribution among the holders of the common stock. The holders of the shares of preferred stock shall be entitled to no other dividends or portion of the assets, except as herein expressly provided, and shall not be entitled to vote at any meeting or any proceeding whatever, except such as may effect an increase or reduction or change in the shares of the authorized preferred stock of the Company, to which increase, reduction or change in the preferred shares the Board of Directors has given unanimous consent.

(b) The common stock and each transfer of each share thereof shall be subject to the terms and provisions of an agreement between the holders of record of the common stock on March 21, 1927, dated that day and filed with the Secretary of the Company, and this restriction and condition

shall be binding on every holder of common stock whether he became a holder by devolution, by operation of law or in any other manner whatsoever.

6. The number of shares of each class issued and outstanding is: Preferred, 1155, and common, 100 shares.

7. The amount to which the capital stock is hereby increased is Two hundred fifty thousand (\$250,000.) Dollars.

8. The number of shares is hereby increased from fifteen hundred (1500) to twenty-five hundred (2500), all of the par value of \$100.00 each, being the same par value of the shares heretofore authorized.

9. The total number of shares including those previously authorized, which the corporation may henceforth have, is twenty-five hundred (2500), all of which are to be of the par value of \$100.00 each. Of such shares twenty-four hundred (2400) shall be preferred and one hundred (100) shall be common.

10. The designations, preferences, privileges and voting powers or restrictions or qualifications of each class of stock shall be as follows:

(a) Before any dividends shall be paid upon or set apart for the common stock, the holders of the preferred stock shall be entitled to receive, and the corporation shall be obliged to pay, but solely out of the surplus or net profits, cumulative dividends at the rate of six (6%) per centum per annum and no more, payable half-yearly, as and when declared by the Board of Directors. Said dividends on the preferred stock shall be cumulative so that if the corporation shall fail in any fiscal year to pay such dividends on all of the issued and outstanding pre-

ferred stock, such deficiency in the dividends shall be fully paid, but without interest, before any dividends shall be paid or set apart on the common stock. The dividends on the preferred stock shall be cumulative from the first day of the half-yearly dividend periodⁱⁿ which such stock is issued. Subject to the foregoing provisions, said preferred stock shall not be entitled to participate in any other or additional surplus or net profits of the corporation.

(b) In no event shall any dividend whatever be paid or declared or any distribution made on the common stock unless and until the current half-yearly dividend on the preferred stock as well as all accumulated and defaulted dividends thereon shall be paid or set apart.

(c) Subject to the foregoing provisions, and not otherwise, such dividends as may be determined by the Board of Directors may be declared and paid on the common stock from time to time out of the remaining earnings or surplus profits of the corporation, and the preferred stock shall not be entitled to participate in any such dividend whether payable in cash, common stock or otherwise.

(d) Upon any dissolution, liquidation, merger or consolidation of the corporation, whether voluntary or involuntary, or upon any distribution of capital, no dividends shall be paid nor any assets whatsoever shall be distributed among the holders of the common stock until there shall have been first paid in full to the holders of the preferred stock the par value thereof and a sum equal to the amount of all unpaid and accrued dividends thereon. The remaining proceeds shall be distributed among the holders of the common stock. The term "unpaid and accrued

dividends" as used in this certificate with reference to the preferred stock shall be deemed to mean and include that amount which shall be equal to six (6%) per centum per annum upon the par amount of said stock as from the date from which dividends are cumulative to the date of such distribution, less the aggregate amount of all dividends paid upon such preferred stock.

(e) No mortgage, lien or encumbrance of any kind upon any part of the real or personal property, assets, effects, undertakings or good will of the corporation shall be created or be valid or effective unless the same shall have been previously authorized by the consent of the holders of at least two-thirds ($2/3$) in interest of each class of outstanding stock of the corporation, both preferred and common, given separately in person or by proxy, either in writing or by vote at an annual meeting or at a special meeting called for that purpose, but this prohibition shall not be deemed or construed to apply to nor shall it operate to prevent the giving of purchase money mortgages or other purchase money liens on property that may hereafter be acquired by the corporation, or the acquisition of property subject to mortgages, liens or encumbrances thereon then existing, nor to the pledging by the corporation as security for loans made to it in the regular and common conduct of its business, of notes or of accounts receivable or of other liquid assets, or of other stocks, bonds or other securities owned by it.

(f) The consent of the holders of at least two-thirds ($2/3$) in interest of the preferred stock then outstanding shall be necessary for effecting or validating

(1) any distribution of capital of the cor-

poration to the common stockholders; or

(2) the amendment, alteration or repeal of any of the provisions hereof which have reference to the preferred stock of the corporation; or

(3) proceedings for voluntary dissolution by stockholders without judicial proceedings.

(g) The amount of preferred stock shall not be increased nor shall any stock having any preference or priority which is or would be superior to or on an equality with any preference or priority of the said preferred stock be issued unless such increase or issue shall have been previously authorized by consent of at least two-thirds (2/3) in interest of the then issued outstanding stock of the corporation of each class, both preferred and common, given separately in person or by proxy at a meeting especially called for that purpose.

(h) Except as herein provided, the holders of preferred stock shall have no voice or vote in the management of the corporation and all rights to vote except as herein otherwise provided shall be vested in and exercised exclusively by the holders of the common stock.

(i) The stock of this corporation, both common and preferred, and the transfer of each share thereof, shall be subject to the terms, conditions and provisions of an agreement between the holders of record of the common stock on February 28, 1931, dated that day and filed with the Secretary of the Company, and this restriction and condition shall be binding on every holder of ~~common~~ stock, becoming such holder whether by devolution or by operation of law or in any other manner whatsoever.

IN WITNESS WHEREOF, we have made, subscribed and

acknowledged this certificate in duplicate this 2nd day of March, 1931.

Benjamin B. Friedman
As voting trustee and individually.

Israel Saul
As voting trustee and individually.

Manuel Saul
Individually

STATE OF NEW YORK)
 : SS
COUNTY OF NEW YORK)

On this 2nd day of March, 1931, before me personally came ISRAEL SAUL, MANUEL SAUL and BENJAMIN B. FRIEDMAN, to me known and known to me to be the persons described in and who executed the foregoing certificate, and severally duly acknowledged to me that they executed the same.

Beatrice Goldner

NOTARY PUBLIC
N. Y. Co. Clk. No. 132 Reg. No. 24-146
Notary Co. No. 155 Reg. No. 218
Notary Co. No. 12 Reg. No. 1742-A
Commission expires March 30, 1932

STATE OF NEW YORK)
 : SS
COUNTY OF NEW YORK)

ISRAEL SAUL, being duly sworn, deposes and says: That he is the Secretary of F. S. FASHION STORES CO. INC., the corporation mentioned and described in the foregoing certificate and that the persons who have executed the foregoing certificate in person or by proxy constitute the holders of record of all the outstanding shares of said corporation entitled to vote on an increase and reclassification of the shares of stock of said corporation.

Sworn to before me this
2nd day of March, 1931.

Beatrice Goldner *Israel Saul*

NOTARY PUBLIC
N. Y. Co. Clk. No. 132 Reg. No. 24-146
Notary Co. No. 155 Reg. No. 218
Notary Co. No. 12 Reg. No. 1742-A
Commission expires March 30, 1932



STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR -9 1931
TAS \$ 50
Filing Fee \$ 20
Edward J. Flynn
SECRETARY OF STATE
WISÉ & SELIGSBERG
15 WILLIAM STREET
NEW YORK

Dated, March 2, 1931

Pursuant to section 33 of
the Stock Corporation Law

F. S. FASHION STORES
CO. INC.

CERTIFICATE OF INCREASE
OF CAPITAL STOCK AND
RECLASSIFICATION OF SHARES

OK

-of-

7/25/31
31000
2-10-31
099

3969-998

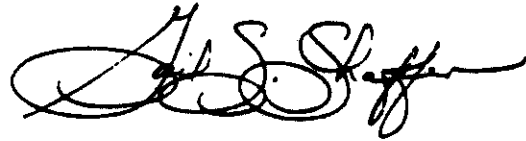
State of New York }
Department of State } ss.:

33063

JUN 27 8 09 AM '83
SECRETARY OF STATE

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983.



Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 10 1934

CERTIFICATE OF DESIGNATION

of

14077

F.S. FASHION STORES CO., INC.

Pursuant to Section 24 of the Stock Corporation Law, the undersigned business corporation certifies:

That it hereby designates the Secretary of State of the State of New York as its agent upon whom process in any action or proceeding against it may be served within the State of New York.

That the address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is 54 West 39th Street, New York City.

In Witness whereof, such corporation has caused this certificate to be executed in its corporate name and under its corporate seal, by ISRAEL SAUL, its President, December 3, 1934.

F.S. FASHION STORES CO., INC.
By:


President.

STATE OF NEW YORK, }
COUNTY OF NEW YORK, } ss.:

On this 3rd day of December, 1934, before me personally appeared ISRAEL SAUL, to me personally known and known to me to be the person described in and who executed the foregoing certificate, and he thereupon acknowledged to me that he executed the same for the uses and purposes therein mentioned.

Howard G. Blumberg

HOWARD G. BLUMBERG
Notary Public Kings Co. No. 448 Exp. No. 6529
Genl. Reg. N. Y. Co. No. 1340 Reg. No. 1-B-824
Commission expires March 30, 1936

State of New York }
Department of State } ss.

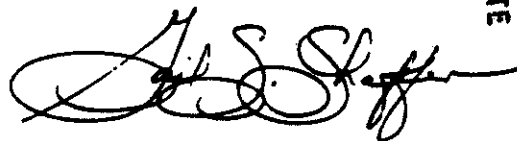
33065

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN 13 1983

JUN 27 8 43 AM '83
SECRETARY OF STATE



Secretary of State

CERTIFICATE OF CHANGE OF NAME OF F.S.
FASHION STORES CO., INC. TO

BROOKS FASHION STORES, INC.,

Pursuant to Section 40 of the General
Corporation Law

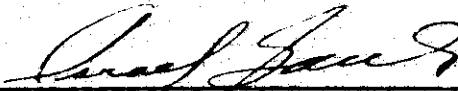
WE, the undersigned, constituting the holders of
record of all of the outstanding shares of F.S. FASHION
STORES CO., INC. entitled to vote on a change of name of
said corporation, DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation is F.S.
FASHION STORES CO., INC.

SECOND: The Certificate of Incorporation of
said corporation was filed in the office of the Secretary
of State on July 24, 1923, and a duplicate copy thereof
was filed in the office of the Clerk of the County of
New York on July 25, 1923.

THIRD: The new name of the corporation is to be:
BROOKS FASHION STORES, INC.

IN WITNESS WHEREOF, we have made, subscribed
and acknowledged this certificate in duplicate, this
22^d day of June, 1938.



Israel Saul



Michael Saul

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this ²² day of June, 1938, before me personally came ISRAEL SAUL and MANUEL SAUL, to me known and known to me to be the individuals described in and who executed the foregoing certificate, and severally duly acknowledged to me that they executed the same.

Howard G. Blumberg

HOWARD G. BLUMBERG
Notary Public, Kings Co., No. 103, Reg. No. 277
Cert. filed in N.Y. Co. No. 8, Reg. No. O.B. 514
Commission Expires March 30, 1944

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

MANUEL SAUL, being duly sworn, deposes and says that he is the Secretary of F.S. FASHION STORES CO., INC., the corporation mentioned and described in the foregoing certificate, and that the persons who have executed the foregoing certificate constitute the holders of all of the outstanding shares of the corporation entitled to vote on a change of name of said corporation.

Sworn to before me this
22nd day of June, 1938.)

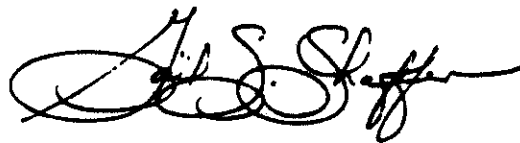
Howard G. Blumberg
HOWARD G. BLUMBERG
Notary Public, Kings Co., No. 103, Reg. No. 277
Cert. filed in N.Y. Co. No. 8, Reg. No. O.B. 514
Commission Expires March 30, 1944

State of New York }
Department of State } ss.

33067

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983



Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKS FASHION STORES, INC.

Under Section 805 of the Business Corporation Law

100015

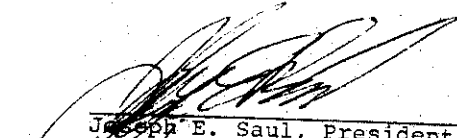
The undersigned hereby certify that:

1. The name of the corporation is Brooks Fashion Stores, Inc. It was formed under the name P. S. Fashion Stores Co., Inc.
2. The Certificate of Incorporation of the corporation was filed by the Department of State on July 24, 1923. Restated Certificates of Incorporation were filed by the Department of State on January 21, 1974 and September 5, 1975.
3. The Certificate of Incorporation of the corporation as heretofore amended is further amended to effect the following change pursuant to Section 801 of the Business Corporation Law: To increase the Common Stock from 6,000,000 shares, par value \$.10 per share, to 9,000,000 shares, par value \$.10 per share, and to reduce the Class B Common Stock from 4,000,000 shares, par value \$.10 per share, to 1,001,250 shares, par value \$.10 per share, by eliminating 2,998,750 shares, par value \$.10 per share, which are authorized and unissued.
4. Article IV of the corporation's Certificate of Incorporation is hereby amended by deleting the first sentence and inserting in lieu thereof:
The aggregate number of shares which the corporation shall have authority to issue is 10,001,250 consisting of 9,000,000 shares of Common Stock, par value \$.10 per share and 1,001,250 shares of Class B Common Stock, par value \$.10 per share.

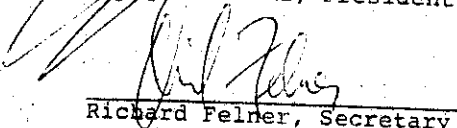
5. The foregoing amendment was authorized by vote of the holders of the majority of all of the outstanding shares of the corporation's capital stock at a meeting of shareholders held on June 28, 1979.

The undersigned affirm under penalties of perjury that the statements made herein are true.

Dated: August 31, 1979



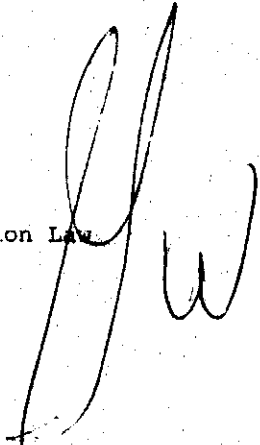
Joseph E. Saul, President



Richard Felner, Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BROOKS FASHION STORES, INC.

Under Section 805 of the Business Corporation Law



13

A607516

Handwritten notes:
2004-10-15
stock 10,500,000 shares

Handwritten notes:
F.S. Fashion Stores, Inc.
Aug 21 1979
2211 86

STATE OF NEW YORK
DEPARTMENT OF STATE
KAYE, SCHOLER, FIERMAN, HAYS & HANDLER
425 Park Avenue
New York, New York 10022

FILED SEP 19 1979
AMT OF CHECK \$ 180
FILING FEE \$ 30
TAX \$ 150
COPY \$ 7
CERT \$
REFUND \$

BY: NY

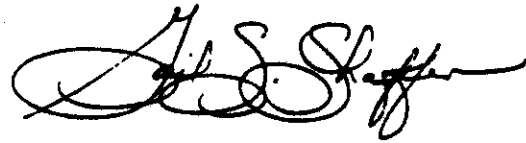
408551

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

33069

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983.



Secretary of State

A761301

CERTIFICATE OF CHANGE

OF

BROOKS FASHION STORES, INC.

UNDER SECTION 805-A OF THE
BUSINESS CORPORATION LAW

* * * * *

WE, THE UNDERSIGNED, ANDREW M. SAUL and RICHARD M.
FELNER, being respectively the President and the
Secretary of BROOKS FASHION STORES, INC., hereby certify:

1. The name of the corporation is BROOKS FASHION STORES,
INC. It was incorporated under the name F.S. FASHION STORES CO.,
INC.

2. The Certificate of Incorporation of said corporation
was filed by the Department of State on July 24, 1923.

3. The following was authorized by the Board of
Directors:

To change the post office address to which the Secretary
of State shall mail a copy of process in any action or proceeding
against the corporation which may be served on him from 370 Seventh
Avenue, New York, New York 10001 to c/o C.T. Corporation System,
1633 Broadway, New York, New York 10019.

To designate C T CORPORATION SYSTEM, 1633 Broadway,
New York, New York 10019 as its registered agent in New York upon
whom all process against the corporation may be served.

IN WITNESS WHEREOF, we have signed this Certificate on
the 13 day of April, 1981 and we affirm the statements con-
tained therein as true under penalties of perjury.



ANDREW M. SAUL, PRESIDENT



RICHARD M. FELNER, SECRETARY

NY 61381

GT

STATE OF NEW YORK
DEPARTMENT OF STATE
APR 30 1981

611113

CERTIFICATE OF CHANGE
OF

BROOKS FASHION STORES, INC.
UNDER SECTION 805-A OF THE
BUSINESS CORPORATION LAW

AMT OF CHECK \$ 18
FILING FEE \$
TAX \$
COPY \$
CHRG \$
REWARD \$
BY: *W*

N.Y.
Dan S ym

1770. 6 23-38

Tucker, Globerman & Feinsand
2 Dag Hammarskjold Plaza
New York, New York 10017

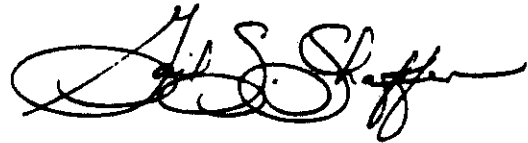
State of New York
Department of State

ss.:

33071

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUN 13 1983.



Secretary of State

CERTIFICATE

OF

MERGER

OF

Apparel Specialty Stores, Inc.

INTO

Brooks Fashion Stores, Inc.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Brooks Fashion Stores, Inc. pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Brooks Fashion Stores, Inc., a corporation of the State of New York owns all of the outstanding shares of each class of Apparel Specialty Stores, Inc.

2. As to each subsidiary corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Apparel Specialty Stores, Inc.	One (1) - Common	All

3. (a) The certificate of incorporation of Brooks Fashion Stores, Inc. was filed in the Department of State of the 24th day of July, 1923 under the name F.S. Fashion Stores Co., Inc.

(b) The Apparel Specialty Stores, Inc., was incorporated under the laws of the state of Delaware on the 22nd day of September, 1975, and its application for authority to do business in the State of New York was filed in the Department of State on the 29th day of September, 1975.

(c) The merger is permitted by the laws of the state of incorporation of the foreign subsidiary and is in compliance therewith.

4. The surviving corporation owns all of the outstanding shares of the corporation to be merged.

93:604

93:604

1

5. The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 21st day of December, 1982 and the statement contained therein are affirmed as true under penalties of perjury.

BROOKS FASHION STORES, INC.

Roy C. Chapman
Roy C. Chapman, Vice President

Richard M. Felner
Richard M. Felner, Secretary

3

FILED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 9 0 1982

AMT. OF CHECK \$ 75
FILING FEE \$ 68
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ comp
CERT \$ _____
RECORD \$ _____
SPEC FEE \$ 10

Handwritten: 2nd New

99104

CERTIFICATE OF MERGER

OF

Apparel Specialty Stores, Inc.

INTO

Brooks Fashion Stores, Inc.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW 116743

Handwritten notes:
4/29/75
Wine
included
11/15/81
7/A

Handwritten notes:
J-11/16/81
Brooks Fashion Stores
7/2/83
10/10/81, 2.50 Pkt

RECEIVED
DEC 29 12 1982

Richard M. Felner, Secy. & Gen. Csl.
Brooks Fashion Stores, Inc.
370 Seventh Avenue
New York, NY 10001

DEC 29 12 1982

RECEIVED
DEC 29 12 1982