

CERTIFICATE OF AUTHORITY
OF

FXMR HOLDING CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FXMR HOLDING CORP.

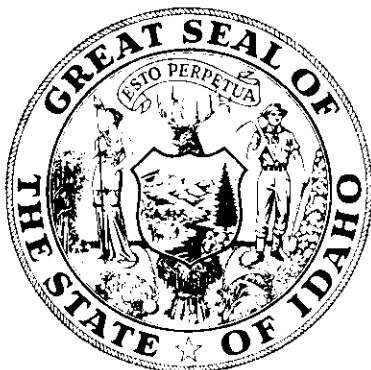
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FXMR HOLDING CORP.

to transact business in this State under the name FXMR HOLDING CORP.

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

Dated **March 1, 1985**



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:

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1. The name of the corporation is FXMR Holding Corp.

SECRET OF

2. *The name which it shall use in Idaho is Not applicable

3. It is incorporated under the laws of New York

4. The date of its incorporation is February 11, 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 c/o Brooks Fashion Stores, Inc., 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:
The transaction of all lawful business for which corporations may be incorporated under Idaho law, including, but not limited to, the retail display and sale of apparel and accessories.

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

Name	Office	Address
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(See Schedule A attached hereto)

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
20,000	Common	\$1.00

(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
1,000	Common	\$1.00

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 certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated February 25, 19 85

FXMR Holding Corp.
By [Signature]
Its Vice President
and [Signature]
Its Assistant Secretary

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

I, SUSAN F. WIESE, a notary public, do hereby certify that on
this 25 day of February, 19 85, personally appeared before
me Joseph N. Zawadski, who being by me first duly sworn, declared that he
is the Vice President of FXMR Holding Corp.

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

Susan F. Wiese
NOTARY PUBLIC
Qualified in NEW YORK
Notary Public Commission Expires 85

*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.

FXMR HOLDING CORP.

DIRECTORS

1. Joseph E. Saul
370 Seventh Avenue
New York, New York 10001
2. Andrew M. Saul
370 Seventh Avenue
New York, New York 10001
3. Roy C. Chapman
370 Seventh Avenue
New York, New York 10001
4. Sidney J. Silberman
425 Park Avenue
New York, New York 10022
5. James F. Kay
637 Lakeshore Boulevard West
Toronto, Ontario
Canada M5V 1A8
6. Wilfred Posluns
637 Lakeshore Boulevard West
Toronto, Ontario,
Canada M5V 1A8
7. Irving Posluns
637 Lakeshore Boulevard West
Toronto, Ontario
Canada M5V 1A8
8. B. Chris Schwartz
637 Lakeshore Boulevard West
Toronto, Ontario
Canada M5V 1A8
9. Donald A. Williams
637 Lakeshore Boulevard West
Toronto, Ontario
Canada M5V 1A8

10. Carl B. Hess
640 Fifth Avenue
New York, New York 10019
11. Michel Zalewski
640 Fifth Avenue
New York, New York 10019
12. Bruce B. Dayton
Box 639
Wayzata, MN 55391
13. Thornton F. Bradshaw
30 Rockefeller Plaza
New York, New York 10020
14. Howard L. Clark
660 Madison Avenue
Suite 1805
New York, New York 10020

FXMR HOLDING CORP.

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Michel Zalewski	President	640 Fifth Avenue New York, New York 10019
B. Chris Schwartz	Vice President	637 Lakeshore Boulevard West Toronto, Ontario Canada M5V 1A8
Roy C. Chapman	Vice President and Secretary	370 Seventh Avenue New York, New York 10001
Joseph N. Zawadski	Vice President, Treasurer and Assistant Secretary	370 Seventh Avenue New York, New York 10001
Bertrand Briskin	Vice President and Assistant Secretary	370 Seventh Avenue New York, New York 10001

State of New York } ss:
Department of State }


I Hereby Certify, *that I have made diligent examination of the index of incorporation*
d in this Department for a certificate, order or record of a dissolution of

FXMR HOLDING CORP.

the certificate of incorporation of which corporation was filed February 11, 1985, with perpetual duration,

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the
Department of State at the City of
Albany, this 15th day
of February one thousand
nine hundred and eighty-five


Secretary of State