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ARTICLE V

PROVISIONS FOR DEFINING, LIMITING
AND REGULATING CERTAIN POWERS OF THE
CORPORATION AND OF THE STOCKHOLDERS AND DIRECTORS

Section 5.1 Number of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation initially shall be four, which number may be increased or decreased by the Board of Directors pursuant to the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law (the "MGCL"). The names of the directors who shall serve until the first annual meeting of stockholders and until their successors are duly elected and qualify are:

Lew Frankfort
Gary Grom
Keith Monda
Richard Oberdorf

The Corporation elects, at such time as such election becomes available under Section 3-802(b) of the MGCL, that, except as may be provided by the Board of Directors in setting the terms of any class or series of Preferred Stock (as hereinafter defined), any and all vacancies on the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum and any director elected to fill a vacancy shall serve for the remainder of the full term of the directorship in which such vacancy occurred; provided, however, that at any time at which there is a Majority Holder, any vacancy on the Board of Directors which results from the removal of a director may be filled only by the affirmative vote of the holder or holders of shares entitled to cast a majority of the votes entitled to be cast generally in the election of directors and any vacancy which results from any reason other than removal shall be filled only by the affirmative vote of a majority of the remaining directors and only with a director having the qualification of having been nominated, and whose election has been consented to, by the Majority Holder or, if such vacancy remains unfilled at the time of the next meeting of the stockholders, by the affirmative vote of the holder or holders of shares entitled to cast a majority of the votes entitled to be cast generally in the election of directors.

As used herein, "Majority Holder" means any Person, who, together with its Affiliates, beneficially owns shares the holders of which are entitled to cast a majority of the votes entitled to be cast generally in the election of directors.

As used herein, "Person" shall mean an individual, corporation, partnership, estate, trust, association, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended.

As used herein, "Affiliate" means as to any Person, any other Person which, directly or indirectly, is in control of, is controlled by, or is under common control with, such Person. A Person shall be deemed to control another Person if the controlling Person possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of the other Person, whether through the ownership of voting securities, by contract or otherwise. Without limitation, any director, trustee, executive officer or beneficial owner of 10% or more of the equity of a Person shall for the purposes of this charter, be deemed to control the other Person.

The Corporation elects, at such time as such election becomes available under Section 3-802(b) of the MGCL, that the directors may not be designated into classes pursuant to Section 3-803 of the MGCL without the approval of a majority of the votes cast on such matter by the holders of shares entitled to vote generally in the election of directors.

Section 5.2 Extraordinary Actions. Any provision of law permitting or requiring any action to be taken or authorized by the affirmative vote of the holders of a greater number of votes, any such action shall be effective and valid if taken or authorized by the affirmative vote of holders of shares entitled to cast a majority of all the votes entitled to be cast on the matter:

Section 5.3 Authorization by Board of Stock Issuance. The Board of Directors may authorize the issuance from time to time of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restrictions or limitations, if any, as may be set forth in the charter or the Bylaws.

Section 5.4 Preemptive Rights. Except as may be provided by the Board of Directors in setting the terms of classified or reclassified shares of stock pursuant to Section 6.4, no holder of shares of stock of the Corporation shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation or any other security of the Corporation which it may issue or sell.

Section 5.5 Indemnification. The Corporation shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her service in that capacity. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 5.6 Determinations by Board. The determination by the Board of Directors as to any matter relating to the business and affairs of the Corporation shall be final and conclusive and shall be binding upon the Corporation and every holder of shares of its stock.

ARTICLE VI
STOCK

Section 6.1 Authorized Shares. The Corporation has authority to issue 100,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), 25,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$1,250,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or

reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. The Board of Directors, without any action by the stockholders of the Corporation, may amend the charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue.

Section 6.2 Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote. The Board of Directors may reclassify any unissued shares of Common Stock from time to time in one or more classes or series of stock.

Section 6.3 Preferred Stock. The Board of Directors may classify any unissued shares of Preferred Stock and reclassify any previously classified but unissued shares of Preferred Stock of any series from time to time, in one or more classes or series of stock.

Section 6.4 Classified or Reclassified Shares. Prior to issuance of classified or reclassified shares of any class or series, the Board of Directors by resolution shall: (a) designate that class or series to distinguish it from all other classes and series of stock of the Corporation; (b) specify the number of shares to be included in the class or series; (c) set or change, subject to the express terms of any class or series of stock of the Corporation outstanding at the time, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series; and (d) cause the Corporation to file articles supplementary with the State Department of Assessments and Taxation of Maryland ("SDAT"). Any of the terms of any class or series of stock set or changed pursuant to clause (c) of this Section 6.4 may be made dependent upon facts or events ascertainable outside the charter (including determinations by the Board of Directors or other facts or events within the control of the Corporation) and may vary among holders thereof, provided that the manner in which such facts, events or variations shall operate upon the terms of such class or series of stock is clearly and expressly set forth in the articles supplementary filed with the SDAT.

Section 6.5 Charter and Bylaws. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of the charter and the Bylaws.

**ARTICLE VII
AMENDMENTS**

The Corporation reserves the right from time to time to make any amendment to its charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in this charter, of any shares of outstanding stock. All rights and powers conferred by the charter on stockholders, directors and officers are granted subject to this reservation.

**ARTICLE VIII
CONFLICTS OF INTEREST**

Section 8.1 The Corporation previously was a wholly-owned subsidiary or division of Sara Lee (as defined below). In anticipation of the fact that the Corporation will cease to be a wholly-owned subsidiary of Sara Lee, but that Sara Lee may remain a stockholder of the Corporation, and in anticipation that the Corporation and Sara Lee may engage in the same or similar activities or lines of business and have an interest in the same areas of corporate opportunities, and in recognition of (i) the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with Sara Lee (including service of officers and directors of Sara Lee as officers and directors of the Corporation) and (ii) the difficulties attendant to any director, who desires and endeavors fully to satisfy such director's duties, in determining the full scope of such duties in any particular situation, the provisions of this Article VIII are set forth to regulate, define and guide the conduct of certain business and affairs of the Corporation as they may involve Sara Lee and its officers and directors, and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

Section 8.2 Except as Sara Lee may otherwise agree in writing,

(a) Sara Lee shall not have a duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as the Corporation, and

(b) neither Sara Lee nor any officer or director thereof shall be liable to the Corporation or its stockholders for breach of any duty by reason of any such activities of Sara Lee or of such person's participation therein.

Section 8.3 In the event that Sara Lee acquires knowledge of a potential transaction or matter that may be a corporate opportunity for Sara Lee and the Corporation, Sara Lee shall have no duty to communicate or offer such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any duty as a stockholder of the Corporation or controlling person of a stockholder by reason of the fact that Sara Lee pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person or entity, or does not communicate information regarding, or offer, such corporate opportunity to the Corporation.

Section 8.4 In the event that a director, officer or employee of the Corporation who is also a director, officer or employee of Sara Lee acquires knowledge of a potential transaction or matter that may be a corporate opportunity for the Corporation and Sara Lee (whether such potential transaction or matter is proposed by a third-party or is conceived of by such director, officer or employee of the Corporation), such director, officer or employee shall be entitled to offer such corporate opportunity to the Corporation or Sara Lee as such director, officer or employee deems appropriate under the circumstances in his or her sole discretion, and no such director, officer or employee shall be liable to the Corporation or its stockholders for breach of any duty by reason of the fact that (i) such director, officer or employee offered such corporate opportunity to Sara Lee (rather than the Corporation) or did not communicate information regarding such corporate opportunity to the Corporation or (ii) Sara Lee pursues or acquires such corporate opportunity for itself or directs such corporate opportunity to another person or does not communicate information regarding such corporate opportunity to the Corporation.

Neither Sara Lee nor any officer or director thereof shall be liable to the Corporation or its stockholders for breach of any duty by reason of the fact that Sara Lee or an officer or director thereof takes or fails to take any action or exercises or fails to exercise any right or gives or withholds any consent in connection with any agreement or contract between Sara Lee and the Corporation. No vote cast or other action taken by such person in his or her capacity as a director of the Corporation, shall constitute an action of or exercise of a right or a consent of Sara Lee for the purpose of any such agreement or contract.

Section 8.5 Any Person purchasing or otherwise acquiring any interest in any shares of stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article VIII.

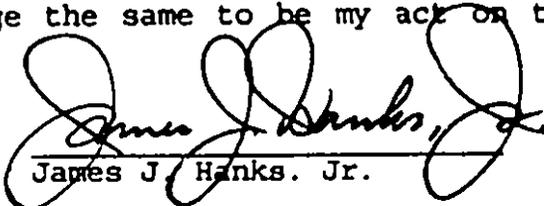
Section 8.6 For purposes of this Article VIII only, (i) the term "Corporation" shall mean the Corporation and its Affiliates, other than Sara Lee, and (ii) the term "Sara Lee" shall mean Sara Lee Corporation, a Maryland corporation, its successors and its Affiliates, other than the Corporation, and shall also include any Majority Holder to whom Sara Lee has transferred its stock of the Corporation.

Section 8.7 Notwithstanding anything in this charter to the contrary, the foregoing provisions of this Article VIII shall expire on the date that Sara Lee ceases to beneficially own stock of the Corporation representing at least 50% of the total number of outstanding shares of stock entitled to vote generally in the election of directors of the Corporation. Neither the alteration, amendment, change or repeal of any provision of this Article VIII nor the adoption of any provision of this charter inconsistent with any provision of this Article VIII shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VIII, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

**ARTICLE IX
LIMITATION OF LIABILITY**

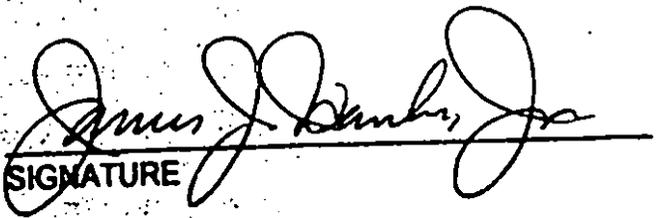
To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article IX, nor the adoption or amendment of any other provision of the charter or Bylaws inconsistent with this Article IX, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 1st day of June, 2000.


James J. Hanks, Jr.

000150 01252

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR
THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.


SIGNATURE

James J. Hanks, Jr.

PRINT NAME

**** FOR DEPARTMENTAL USE ONLY ****

SECTION 61253

DOCUMENT CODE 02 BUSINESS CODE 03

\$ _____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: 290
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
1 Certified Copies: 15
Copy Fee: _____
Certificate Fee: _____
Other: _____
TOTAL FEES: 315

(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s) _____

_____ Credit Card
 Check
_____ Cash

CERTIFIED COPY MADE

2 Documents on 2 Checks

APPROVED BY: JMT

CODE 193

ATTENTION: Cynthia Cohen

NOTE:

MAIL TO ADDRESS: _____

COMMENT:

+03

Certificate of authority

CORP ID# _____

CORP NAM COACH INC.

CONTACT _____ Phone _____

ADDRESS _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

Total number of authorized shares currently of record: _____ 125,000,000

Current Asset Assessment 0.003245222842

11(a) \$85,127,189.00

Adjusted Authorized 405,653

Estimate of all property wherever located

LINCENSE FEE \$1,161.31

11(b) -\$517,131.00

Estimate of all property within R.I.

FILING FEE \$150.00

12(a) \$480,976,000.00

Gross amount of business wherever located

TOTAL FEE \$1,311.31

12(b) \$1,320,000.00

Gross amount of business in R.I.

Comment _____

Calculate

Preview Report

Close Form

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.