

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

73949
Corp. I.D. # 35-1285878

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Tom JAMES COMPANY

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Tom JAMES COMPANY

SECOND: The name which it elects to use in Rhode Island is Tom JAMES COMPANY

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of TENNESSEE

FOURTH: The date of its incorporation is 12-4-72 and the period of its duration is PERPETUAL

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is P.O. BOX 1469 BRENTWOOD, TN 37024

SIXTH: The address of its proposed registered office in Rhode Island is 123 DYER STREET PROVIDENCE, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. CORPORATION SYSTEMS

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are RETAIL SALES OF CUSTOM CLOTHING FOR MEN.

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
JAMES McEACHERN	Director	709 S. COBBLESTONE CEDAR HILL, TX
JAMES WOODARD	Director	114 CENTURY OAK DR. FRANKLIN, TN
SPENCER HAYS	Director	305 NESTVIEW NASHVILLE, TN
JAMES McEACHERN	President	709 S. COBBLESTONE CEDAR HILL, TX
	Vice President	
DOROTHY P. FUDGE	Secretary	510 HERITAGE DR. MADISON, TN
JAMES WOODARD	Treasurer	114 CENTURY OAK DR. FRANKLIN, TN

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
10,000,000	Common Stock		.20

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
4374610	Common		.20

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 13,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1300

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 6000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 20,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated AUGUST 23, 1993

Tom James Company

[Exact Corporate Name of Corporation Making Application]

By James W. Woodard
Its ~~Treasurer~~ President
and Wendy D. Dwyer
Its ~~Secretary~~ Secretary

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

} Sc.

At FRANKLIN, TN in said County on the 23RD day
of AUGUST 1993, before me personally appeared
JAMES WOODARD, who being by me first duly sworn, declared that
he is the TREASURER of Tom James Co.,
that he signed the foregoing document as such TREASURER of the
corporation, and that the statements therein contained are true.

Wendy D. Dwyer

Notary Public

8/23/96

(NOTARIAL SEAL)

RECEIVED
DISTRICT OF COLUMBIA
OFFICE OF THE ATTORNEY GENERAL

Aug 21 1 52 PM '33