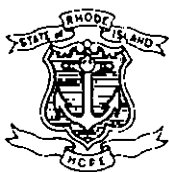


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 130453



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is Lands' End, Inc. OK
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
- (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
Lands' End, Inc
- (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 08/19/1986 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 _____
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P O Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
The retail sale and distribution of merchandise
8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>SEE ATTACHMENT</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

MAR 12 2003

By

- 9 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 or Statement that Shares are without Par Value
<u>1,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$ 0.01</u>

- 10 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:

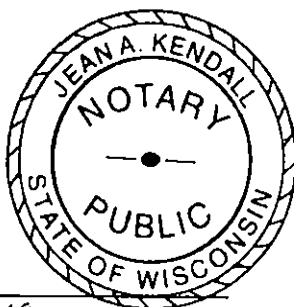
Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>1,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$ 0.01</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 194,394,126.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.00
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 1,569,062,000.00
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: March 7, 2003

Lands' End, Inc.

Print Exact Name of Corporation Making Application



By Don Hughes
Don Hughes ☐ President or ☒ Vice President (check one)

By Karl Dahlen
Karl Dahlen ☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Wisconsin
COUNTY OF Iowa

In Dodgeville on this 7th day of March 2003, personally appeared
Before me Karl Dahlen who, being by me first duly sworn, declared that he/she
is the Secretary of the corporation and that he/she signed the foregoing document as
such officer of the corporation, and that the statements herein contained are true.

Jean A. Kendall
Notary Public

My commission Expires: 10/31/2004

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Attachment to Rhode Island

Purpose Clause

The purpose of Company is to engage in any lawful act or activity for which a corporation may be organized under the statutes of the state. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Lands End List of Officers as of 1/24/03

David F. Oyer
President and Chief Executive Officer
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Sam Taylor
Vice President, International
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Lea Eisenberg
Executive Vice President and Creative Director
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Mindy C. Meads
Executive Vice President, Merchandising and Design
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Donald R. Hughes
Senior Vice President & Chief Financial Officer
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

William Bass
Senior Vice President
E-commerce and International
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Peter Baste
Vice President
Controller
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Karen Center
VP, Internet and International
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Joan K. Conlin
Vice President, Operations
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

John P. Loranger
Vice President, Information Services
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Stephen V. McCardell
Vice President, Inventory
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

David A. Johnson
Vice President, Direct Marketing
Lands' End Inc.
Lands' End Lane
Dodgeville, WI 53595

Sidney C. Mashburn
Vice President, Design
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Harry S. Schutte
Vice President, Operations
Corporate Sales and International
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Kelly A. Ritchie
Sr. Vice President, Employee Services
Lands' End, Inc.

Lands' End Lane
Dodgeville, WI 53595

Francis P. Schaecher
Senior Vice President, Operations
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Patricia A. Simigrin
Vice President, General Merch Manager
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Ann P. Vesperman
Vice President, Operations
Sales and Service
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Karl Dahlen
Vice President, Sr Legal Officer
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Philip W. Young
Vice President, Managing Director
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Vincent J. Gallucci
Vice President, Business Outfitters
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Frank Giannantonio
Sr Vice President and CIO
Lands' End, Lane
Dodgeville, WI 53595

Tom Gloudeman
Vice President, Recruitment & Development

Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Dennis Moran
Chief Operating Officer
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Lisa A. Fitzgerald
Vice President, GMM
Women's Division
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Bradley M. Gillam
Vice President
Quality and Sourcing
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Geoff D. Werner
Vice President, GMM
Co-ed Division
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Eric Kyser
Vice President, Mens' Division
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Bob McElroy
VP, Home Division
Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Randy Peterson
Vice President, Engineering and Facilities Services
Lands' End, Inc.
Lands' End Lane

HP 4.2003 4:57PM
JAN-27-2003 13:54

CT SYSTEM

414 100.83077 P.8.77

Dodgeville, WI 53595

Marcia Tabler
Vice President, Creative Operations
Lands' End, Inc.
Lands End Lane
Dodgeville, WI 53595

MAR. 4. 2003 4:57PM
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CT. SYSTEM

312 401.830 P. 7/7

Lands End Board of Directors as of 1/24/03

Glenn Richter
Director
3333 Beverly Road
Hoffman Estates, Ill 60179

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "LANDS' END, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME FROM "LEYS MERGER CORPORATION" TO "LANDS' END, INC.", FILED THE TWENTY-FIRST DAY OF AUGUST, A.D. 1986, AT 3:45 O'CLOCK P.M.

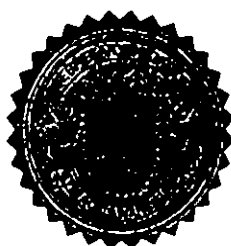
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1986, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF AUGUST, A.D. 1987, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF MAY, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE SEVENTEENTH DAY OF JUNE, A.D. 2002, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SEVENTEENTH DAY OF



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2285776

2099220 8100H

030140127

DATE: 03-03-03

Delaware

PAGE 2

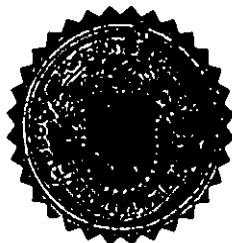
The First State

JUNE, A.D. 2002, AT 5 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIRST DAY OF NOVEMBER,
A.D. 2002, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF
NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2099220 8100H

AUTHENTICATION: 2285776

030140127

DATE: 03-03-03