

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. # 82162

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

MOTHERS WORK, INC.

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 MOTHERS WORK, INC.

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

(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 DELAWARE

FOURTH: The date of its incorporation is 10-23-80 and the period of its duration is PERPETUAL

X FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 32 LOCKERMAN SQUARE, STE. L-100, DOVER, DE 19904

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.

By: [Signature]
Signature

X SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are RETAIL sales of maternity wear and products

DEC 1 1994
10:15 AM
CORP. DIV.

DEC 1 1994

KC# 35133441

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

Name	Office	Address
DAN MATTHIAS	Director	220 W. WASHINGTON SQ. PHIL. PA 19106
REBECCA MATTHIAS	Director	220 W. WASHINGTON SQ. PHIL PA 19106
	Director	

REBECCA MATTHIAS	President	220 W. WASHINGTON SQ. PHILA, PA 19106
TOM FRANK	Vice President	56 ROYAL HILL RD. LEVITTOWN PA 19048
DAN MATTHIAS	Secretary	220 W. WASHINGTON SQ. PHILA, PA 19106
REBECCA MATTHIAS	Treasurer	220 W. WASHINGTON SQ. PHILA, PA 19106

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		.010000
2,000,000	PREFERRED		.010000

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
3,119,803	COMMON	A	.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 37,000,000 —

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 125,000 —


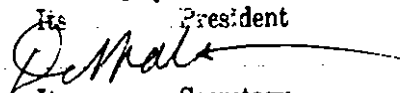
THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 85,000,000 —

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 \$ 600,000 —

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.


X Dated 11-19, 1994

MOTHERS WORK, INC.
[Exact Corporate Name of Corporation Making Application]

By 
Its President
and 
Its Secretary

X STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } Sc.

At MOTHERS WORK, INC. in said County on the 17 day
of NOVEMBER 1994 before me personally appeared
REBECCA MATTHEWS, who being by me first duly sworn, declared that
he is the PRESIDENT of MOTHERS WORK, INC.,
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.


Notary Public

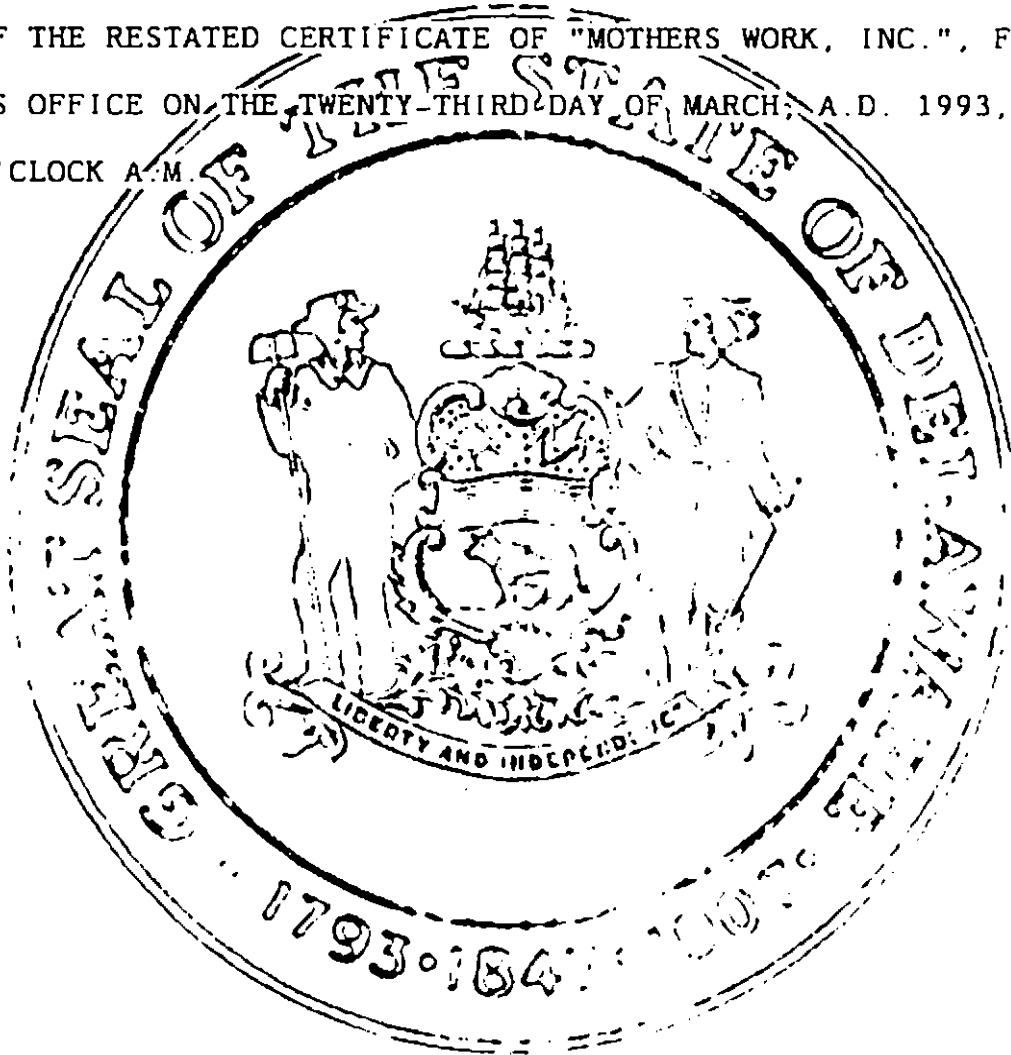
(NOTARIAL SEAL)

Notarial Seal
Gregory S. Telford, Notary Public
Philadelphia, Pennsylvania
My Commission Expires Nov. 30, 1995

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MOTHERS WORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 1993, AT 8:30 O'CLOCK A.M.



Dec 1 10 32 AM '94



Edward J. Freel

Edward J. Freel, Secretary of State

0901481 8100

944228801

AUTHENTICATION:

DATE:

7315624

11-28-94