

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

Corporate ID _____

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

LIZ CLAIRBORNE ACCESSORIES, 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 LIZ CLAIRBORNE ACCESSORIES, INC.

SECOND: The name which it elects to use in Rhode Island is Liz Claiborne Accessories,

(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 December 12, 1985 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 The Prentice-Hall Corporation System, Inc.
32 Loockermans Square Suite L-100, Dover, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3-A
101 Dyer Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are the design, contract manufacture and distribution of accessories products.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
		"SEE ATTACHED SCHEDULE A"
	President	
	Vice President	
	Secretary	
	Treasurer	

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	Common Stock	---	\$1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	Common Stock	----	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 25,000,000 -

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 83,000


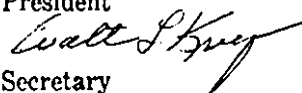
THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 163,000,000

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 \$ 328,000

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 December 22, 19~~88~~⁸⁹

Liz Claiborne Accessories, Inc.
[Exact Corporate Name of Corporation Making Application]

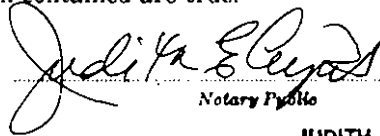
By 
Roberta S. Karp
Its Vice President
and Walter L. Krieger 
Its Asst. Secretary

STATE OF NEW JERSEY

COUNTY OF HUDSON

} Sc.

At N. Bergen, NJ in said County on the 22nd day
of December 19⁸⁹, before me personally appeared
Roberta S. Karp, who being by me first duly sworn, declared that
she is the Vice President of Liz Claiborne Accessories, Inc.
that she signed the foregoing document as such officer of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

JUDITH E. CUPIT
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MARCH 19, 1993

RECEIVED
GEORGIAN OF STATE
OFFICIAL 28771

Mar 23 2 59 PM '90

AL46363

Rec'd & Filed MAY 23 1990

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SCHEDULE A

Directors:

Jerome A. Chazen
Harvey L. Falk
Jay Margolis

Officers:

Lec Caudill	Sr. VP President-Jewelry Div.
Jerome A. Chazen	Chairman of the Board
Arnold Desmaris	VP Merch./Design Jewelry Div.
Harvey L. Falk	Vice Chairman, President
Richard Gallagher	VP MIS-Accessories Div.
Joseph Hawley	VP Sales & Mktg.-Jewelry
Carol Hochman	VP Sales-Accessories
Steven Hurwitz	VP Merch./Prod. Plan-Access. Div.
Roberta S. Karp	VP Corporate Counsel
Walter L. Krieger	VP Financial Operations
Jay Margolis	Vice Chairman-President-Sportswear Group
Robert McKean	Treasurer
Nina McLemore	President-Accessories Div.
Sam Miller	Sr. VP-Finance
Sam Shapiro	VP Distributor-Accessories
Howard Zuckerman	VP Finance-Accessories

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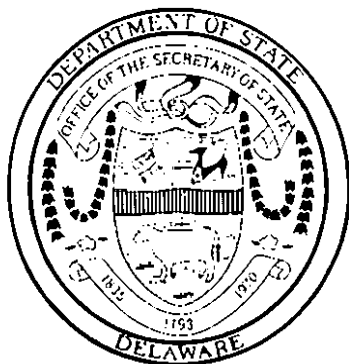


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on December 12, 1985



Michael Harkins

Michael Harkins, Secretary of State

BY: *M. Magnusen*

DATE: May 8, 1990