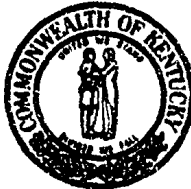


1983

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

ARTLEY SHOPS OF KENTUCKY, INC.

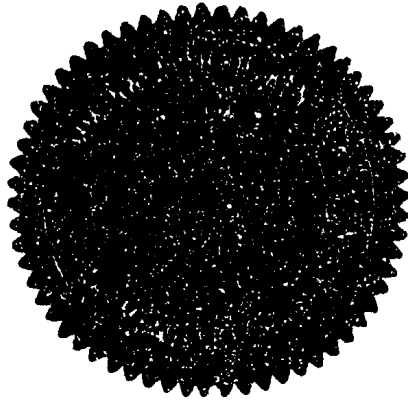
a DOMESTIC corporation, into NORSTAN APPAREL SHOPS, INC. a FOREIGN (NOT QUAL.) corporation,

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of

ARTLEY SHOPS OF KENTUCKY, INC.

into NORSTAN APPAREL SHOPS, INC. (NOT QUAL.)



Witness my official signature and seal of office this 1ST *day of* AUGUST *, 19* 86 *, at Frankfort, Kentucky.*

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

JOINT AGREEMENT OF MERGER

OF

ARTLEY SHOPS OF KENTUCKY, INC.
(a corporation of the State of Kentucky)

ORIGINAL COPIES
FILED
DEPARTMENT OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

INTO

NORSTAN APPAREL SHOPS, INC.
(a corporation of the State of Pennsylvania)

AUG - 1 1986

WJ
D. J. Davis
\$2500
DEPARTMENT OF STATE

THIS AGREEMENT, dated the 21st day of May, 1986, between all

of the directors of ARTLEY SHOPS OF KENTUCKY, INC., a corporation organized and existing under the laws of the State of Kentucky, and all of the directors of NORSTAN APPAREL SHOPS, INC., a corporation organized and existing under the laws of the State of Pennsylvania,

WITNESSETH that:

448508

WHEREAS the Board of Directors of each of the corporations to this agreement, in consideration of the mutual agreements of each corporation, as set forth herein, do deem it advisable and generally to the welfare of said corporations and their respective stockholders, that ARTLEY SHOPS OF KENTUCKY, INC. merge into itself NORSTAN APPAREL SHOPS, INC. as authorized by Section 271.465 of the Revised Statutes of Kentucky, under and pursuant to the terms and conditions hereinafter set forth and the provisions of Chapter 271 of the Revised Statutes of Kentucky; and

WHEREAS said NORSTAN APPAREL SHOPS, INC. was duly incorporated under the laws of the State of Pennsylvania on September 27, 1954 and has issued and outstanding six hundred (600) shares of Common Stock of the Par Value ; and

WHEREAS said ARTWIL SHOPS OF KENTUCKY, INC. was duly incorporated under the laws of the State of Kentucky on the 7th day of September, 1972 and has issued and outstanding shares of Common Stock all of which shares are owned by NORSTAN APPAREL SHOPS, INC.

NOW, THEREFORE, the respective Board of Directors of the corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other than ARTWIL DRESS SHOPS OF KENTUCKY, INC. merge into itself NORSTAN APPAREL

SHOPS, INC. pursuant to the applicable provisions of Kentucky Revised Statutes, and do hereby prescribe the terms and conditions of merger, the mode of carrying the same into effect, and the manner and basis of converting or exchanging the shares of each of the constituent corporations into or for shares of the surviving corporation, as follows:

FIRST: ARTWIL SHOPS OF KENTUCKY, INC. hereby merges into NORSTAN APPAREL SHOPS, INC., which shall be the surviving corporation,

SECOND: The terms and conditions of the merger are as follows:

The Articles of Incorporation of NORSTAN APPAREL SHOPS, INC. the surviving corporation, shall be and continue to be in all respects and without change except as hereinafter amended, the Articles of Incorporation of the corporation.

Until altered, amended or repealed, as therein provided, the By-Laws of NORSTAN APPAREL SHOPS, INC., as in effect at the date of this agreement, shall be the By-Laws of the corporation.

The first Board of Directors of the corporation after the date when the merger provided for herein shall become effective shall be the directors of NORSTAN APPAREL SHOPS, INC., in office at the date when this agreement becomes effective.

The officers of the surviving corporation shall be the present officers of NORSTAN APPAREL SHOPS, INC. and the names and places of residence of the said officers of the surviving corporation, who shall hold such offices, as are not before their names from and after the date when this agreement shall become effective and until the first meeting of the Board of Directors to be held thereafter, are as follows:

<u>OFFICE</u>	<u>NAMES</u>	<u>RESIDENCES</u>
President	Norman Lattman	505 Eighth Avenue New York, New York
Secretary	Stanley Lattman	505 Eighth Avenue New York, New York

THIRD: NORSTAN APPAREL SHOPS, INC., the surviving corporation in accordance with the provisions of this agreement, shall possess all the rights, privileges, powers and franchises possessed by each of the constituent corporations, and all property, real, personal and mixed, and all debts due on whatever account to any of the constituent corporations, including the subscriptions for shares and other choses in action belonging to any of them, shall be taken and be deemed to be transferred to and vested in the surviving corporation, provided, however, that the surviving corporation shall be responsible for all the liabilities of each of the constituent corporations in the same manner as if such surviving corporation had itself incurred such liabilities, and, provided further that the liabilities of the constituent corporations or of their shareholders, directors or officers shall not be affected, nor shall the right of the creditors thereof or of any persons dealing with such corporations be impaired by such merger.

FOURTH: The manner and basis of converting the outstanding shares of the capital stock of each of the constituent corporations into to the shares or other securities of the corporation shall be as follows:

Since, at the time this joint Agreement of Merger shall become effective, and NORSTAN APPAREL SHOPS, INC. is the owner and holder of all of the outstanding shares of capital stock of said ARTLEY SHOPS OF KENTUCKY, INC., all such shares shall not be converted, nor shall the beneficial interest thereto pass to the corporation but such shares of stock shall forthwith be surrendered for cancellation and elimination.


FIFTH: ARTLEY SHOPS OF KENTUCKY, INC., a Kentucky corporation and the Surviving corporation hereby: (a) agrees that it may be served with process in the State of Kentucky in any proceeding for the enforcement of any obligation of ARTLEY SHOPS OF KENTUCKY, INC., the Non-Surviving Kentucky corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such Non-Surviving corporation against the Surviving corporation; (b) irrevocably appoints the Secretary of State of the State of Kentucky as its agent to accept service of process in any such proceeding and that the post-office address to which the Secretary of State of Kentucky shall mail a copy of any process against the Surviving corporation served upon him is c/o CT Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202; and (c) agrees that it will promptly pay to the dissenting shareholders of such Non-Surviving corporation the amount, if any, to which they shall be entitled under the provisions of the Kentucky Statutes, KRS 271A.385. (1) (2) with respect to the rights of dissenting share holders."

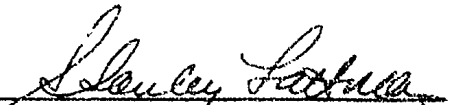
IN WITNESS WHEREOF, NORSTAN APPAREL SHOPS, INC., pursuant to the affirmative vote of all of its Directors, has entered into this Agreement of Merger and all of its said Directors do hereby sign this agreement, and ARTLEY SHOPS OF KENTUCKY, INC., pursuant to the affirmative vote of all of its Directors, has entered into this

agreement, and all of its Directors do hereby sign this joint agreement.

Dated: May 21st, 1986

NORSTAN APPAREL SHOPS, INC.

BY: 
Norman Lattman Director

BY: 
Stanley Lattman Director

ARTLEY SHOPS OF KENTUCKY, INC.

BY: 
Norman Lattman Director

BY: 
Stanley Lattman Director

The Agreement for Merger of NORSTAN APPAREL SHOPS, INC., a corporation organized under the laws of Pennsylvania, and ARTLEY SHOPS OF KENTUCKY, INC., a corporation organized under the laws of Kentucky, with said NORSTAN APPAREL SHOPS, INC., being the surviving corporation, having been entered into by a vote of all of the Directors of each said corporation, and having been signed by all of the Directors of each said corporation, and having been adopted separately by the shareholders of each of the said corporations in accordance with the provisions of Chapter 271 of the Kentucky Revised Statutes, and that fact having been certified on this Agreement for Merger by the Secretary of each said corporation, the President and the Secretary of each of the said corporations do now hereby execute the said Agreement for Merger under the corporate seals of their respective corporations, as the respective joint agreement of each of the said corporations, on this 21 day of May, 1986.

NORSTAN APPAREL SHOPS, INC.



Norman Lattman - President

Attest:



Stanley Lattman - Secretary

ARTLEY SHOPS OF KENTUCKY, INC.



Norman Lattman - President

Attest:



Stanley Lattman - Secretary

I, STANLEY LATTMAN, Secretary of ARTLET SHOPS OF KENTUCKY, INC., a corporation organized and existing under the laws of Kentucky, hereby certify, as such Secretary, that the agreement for merger to which this certificate is attached, after having been entered into and signed by all of the directors of said corporation, and having been entered into and signed by all of the directors of NORSTAN APPAREL SHOPS, INC., a corporation organized and existing under the laws of Pennsylvania, was duly submitted to the shareholder of said ARTLEY SHOPS OF KENTUCKY, INC., at a meeting of said shareholder called and held separately from the meeting of shareholders of any other corporation, upon written waiver of notice signed by the sole shareholder having voting power, on the 21 day of May, 1986, for the purpose of considering and taking action upon the proposed joint agreement for merger, and that the sole shareholder voted in favor of the approval, and the holder of not shares voted against the approval of the proposed agreement for merger, the said affirmative vote representing the holder of the total number of shares of the outstanding capital stock having voting power.

WITNESS my hand this 21 day of May, 1986.


STANLEY LATTMAN - Secretary

I, STANLEY LATTMAN, Secretary of NORSTAN APPAREL SHOPS, INC., a corporation organized and existing under the laws of the State of Pennsylvania, hereby certify, as such Secretary, that the agreement for merger to which this certificate is attached, after having been entered into and signed by all of the directors of said corporation, and having been entered into and signed by all of the directors of ARTLEY SHOPS OF KENTUCKY, INC., a corporation organized and existing under the laws of Kentucky, was duly submitted to the shareholders of said NORSTAN APPAREL SHOPS, INC., at a meeting of said shareholders called and held separately from the meeting of shareholders of any other corporation, upon written waiver of notice signed by all the shareholders having voting power on the 21 day of May, 1986, for the purpose of considering and taking action upon the proposed agreement for merger, that

shares of stock of said corporation were on said date issued and outstanding, that the holders of all such shares voted in favor of the approval, and the holders of no shares voted against the approval of the proposed joint agreement for merger, the said affirmative vote representing the holders of the total number of shares of the outstanding capital stock having voting power.

WITNESS my hand this 21 day of May, 1986.


STANLEY LATTMAN - Secretary

ONE FOR EACH PARTY

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 21 day of MAY
1986, before me, a Notary Public in and for the State of
personally appeared NORMAN LATTMAN, President of ~~Artley Shops~~
Kentucky, Inc. and Norstan
~~Apparel Shops~~ to me personally known and he, being by me duly
Inc.
sworn, upon his oath did depose and make proof to my satisfac-
tion that he resides at 888 Park Avenue, New York, NY
that he is President of said corporation; that the seal affixed
to said Articles of Merger is the corporate seal of said cor-
poration; that such seal was so affixed by resolutions duly
adopted by, the Board of Directors of said corporation for uses
therein expressed; and that by like order he signed and sub-
scribed his name thereto as President of said corporation and
executed and acknowledged the same under like authorization; and
said NORMAN LATTMAN then and there acknowledged said Articles
of Merger before me to be the voluntary act, deed and agreement
of said corporation, made by virtue of authority from the Board
of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year first above written.

MICHELLE LATTMAN
Notary Public, State of New York
No. 41-4753803
Qualified in Queens County
Commission Expires March 20, 19 87

Michelle Lattman
Notary Public

**UNITED
CORPORATE
SERVICES, INC**

serving the legal profession

9 East 40th Street, New York, N. Y. 10016

(212) 683-4120

July 31, 1986

Re: NORSTAN APPAREL SHOPS, INC.
Merger of:
ARTLEY SHOPS OF KENTUCKY, INC.

SECRETARY OF STATE
RECEIVED

AUG 01 1986

COMMONWEALTH OF KENTUCKY

Corporation Department
Office of the Secretary of State
Capital Avenue
Frankfort, Kentucky 40601

Dear Ms./Sir:

Returned herewith are the corrected merger documents for the above, per your letter of July 22nd, 1986 (copy enclosed) together with our respective checks to the Kentucky State Treasurer for \$10.00 and \$15.00.

If everything is now in order, please file forwarding appropriate evidence to the attention of the undersigned.

Thank you.

Sincerely yours,



Ray A. Duff
President

RAY A. DUFF
Enclosure
(Case: MUMSTANA)