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95 APR 18 PM 4:11
DIVISION OF CORP. REG. & LIC.

ACCOUNT NO. : 072100000032
REFERENCE : 581481 86901D
AUTHORIZATION : Patricia Pzyto
COST LIMIT : \$ 70.00

ORDER DATE : April 18, 1995

ORDER TIME : 3:11 PM

ORDER NO. : 581481

500001459755

CUSTOMER NO: 86901D

CUSTOMER: Ms. Sissy Suarez
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: SAWGRASS MILLS BERMAN'S OUTLET,
INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 18 AM 9:21
mtm

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTE
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
STATE OF FLORIDA:**

**FOLLOWING IS
BUSINESS IN THE**

1. SAWGRASS MILLS BERMAN'S OUTLET, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. ILLINOIS

(State or country under the law of which it is incorporated)

3. 36-3825406

(FEI number, if applicable)

4. JANUARY 31, 1992

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. WHEN QUALIFIED

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 400 HIGHWAY 169 SOUTH - SUITE 600, MINNEAPOLIS,

MINNESOTA 55426-1132

(Current mailing address)

8. To operate a retail store selling mainly suede and leather apparel for men, women and children.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: UNITED STATES CORPORATION COMPANY

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

UNITED STATES CORPORATION COMPANY
By: *Merryl Wiener, Assistant Vice President*
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

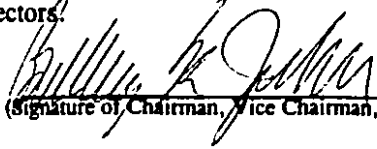
Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Brad Johnson, Vice President
(Typed or printed name and capacity of person signing application)

As of March 13, 1995
Page 1

WILSONS / BERMANS / TANNERY WEST / PELLE CUIR - SUBSIDIARIES

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Joel N. Waller	Chairman	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	1201 Yale Place #1306 Minneapolis, MN 55403
David L. Rogers	President & Director	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	2208 Huntington Pt. Rd. E. Wayzata, MN 55391
Carol S. Lund	Executive Vice President, Director & Assistant Secretary	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	3659 Oakton Ridge Minnetonka, MN 55305
Brad Johnson	Vice President & Secretary	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	10760 55th Place North Plymouth, MN. 55442
Michael Bode	Vice President	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	11315 Lanewood Cr. Eden Prairie, MN 55344
Betty Goff	Vice President	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	5513 Highland Road Edina, MN 55436
Richard Donnelly	Vice President	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	15405 Highland Hgts Dr. Minnetonka, MN 55345
David Tidmarsh	Vice President	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	6125 Brookshier Lane Plymouth, MN. 55446
John Winberg	Vice President	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	18923 Carsonwood Wayzata, MN 55391
Doug Treff	Vice President & Treasurer	400 So. Hwy 169, Ste. 600 Minneapolis, MN 55426	4230 Washburn Ave. So. Minneapolis, MN. 55410-1521
Arthur V. Richards	Director	One Theall Road Rye, NY 10580	63 Kipp Street Chappaqua, NY.
Denise Tolles	Director	One Theall Road Rye, NY. 10580	10 Hamilton Road Scarsdale, NY 10583

95 APR 18 9:2
SECRET
DIVISION OF INVESTIGATION
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

File Number 5670-304-7



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that SAWGRASS MILLS BERMAN'S OUTLET, INC., A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
JANUARY 31, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS
OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE
FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF
THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE
STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 13TH
day of APRIL A.D. 19 95

George H. Ryan
SECRETARY OF STATE

F95000001897

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

BAYSIDE TANNERY WEST, INC., a Florida corporation, K96601

GOVERNOR'S SQUARE WILSONS, INC., a Florida corporation, P94000080687

ORLANDO FASHION WILSONS, INC., a Florida corporation, P93000045667

**SAWGRASS MILLS BERMANS OUTLET, INC., an Illinois corporation,
F95000001897**

INTO

MALL AT 163RD ST. WILSONS, INC. which changed its name to

WILSONS LEATHER OF FLORIDA INC., a Florida corporation, V49497.

File date: July 23, 1996 , effective August 3, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 175.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Providian Bancorp, Inc.
201 Mission Street
San Francisco, CA 94105

415 543-0404



795-2714

July 10 1996

Florida Department of State
Division of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

RE: Address Change Notification

Dear Madam or Sir:

~~Please be advised that Providian Bancorp, Inc., the parent company of Providian National Bancorp, has relocated from 88 Kearny Street, Suite 1900, San Francisco, CA 94108. Our new address is:~~

Providian Bancorp, Inc.
201 Mission Street, 28th Floor
San Francisco, CA 94105

Our new phone number is (415) 543-0404.

Please correct your records to reflect our address change. Thank you for your attention to this matter. If you have any questions regarding this address change, you can contact me at (415) 278-4270.

Very truly yours,

Amy East
Legal Assistant

7.29