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CENTRAL & FINANCIAL SERVICES

INTERNATIONAL DIVISION
1201 N. W. STREET
MIAMI, FL 33101-2007

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800-342-8086
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ACCOUNT NO. : 072100000032
REFERENCE : 952647 4812503
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 952647

CUSTOMER NO: 4812503

800001822988

CUSTOMER: Amy Greene, Legal Asst
Faegre & Benson
2200 Norwest Center
90 South Seventh Street
Minneapolis, MN 554023901

FOREIGN FILINGS

NAME: WILSONS LEATHER HOLDINGS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 PM 12:14
DIVISION OF CORPORATION

5/15

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. WILSONS LEATHER HOLDINGS 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. MINNESOTA

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

3. 41-1838394

(FEI number, if applicable)

4. MAY 7, 1996

(Date of Incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 400 HIGHWAY 169

ST. LOUIS PARK, MN 55426

(Current mailing address)

8. Any and all lawful business purposes for which corporations may be formed.

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Bruce R. W.
(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.

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

A. DIRECTORS

Chairman: See attachment 2

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attachment 2

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Douglas J. Treff, Vice President
(Typed or printed name and capacity of person signing application)

ATTACHMENT 2

Officers of Wilsons Leather Holdings Inc.

Name and Title:	Joel N. Waller - Chairman and CEO
Business Address:	400 Highway 169 St. Louis Park, MN 55426
Name and Title:	David L. Rogers - President
Business Address:	400 Highway 169 St. Louis Park, MN 55426
Name and Title:	Douglas J. Treff - Vice President and CFO
Business Address:	400 Highway 169 St. Louis Park, MN 55426
Name and Title:	Jonathan G. Halper - Secretary
Business Address:	2200 Norwest Center, 90 South 7th Street Minneapolis, MN 55402

Directors of Wilsons Leather Holdings Inc.

Name and Title:	Joel N. Waller
Business Address:	400 Highway 169 St. Louis Park, MN 55426
Name and Title:	David L. Rogers
Business Address:	400 Highway 169 St. Louis Park, MN 55426

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State of Minnesota

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Certificate of Good Standing

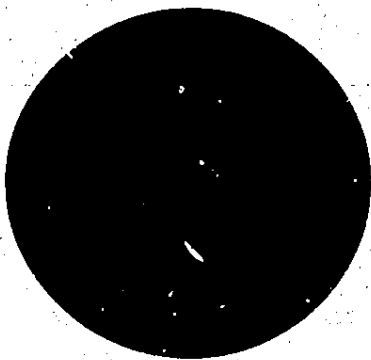
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Wilsons Leather Holdings Inc.

Date Formed: 05/07/1996

Chapter Governed By: 302A

This certificate has been issued on 05/10/96.



Joan Anderson Growe
Secretary of State.