

**CERTIFICATE OF INCORPORATION
OF
PHILLIPS-VAN HEUSEN CORPORATION**

The undersigned, in order to form a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the Corporation is PHILLIPS-VAN HEUSEN CORPORATION.

SECOND: The address of the Corporation's registered office in the State of Delaware is 306 South State Street, in the City of Dover, County of Kent. The name of its registered agent at that address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 7,650,000. 150,000 of said shares shall be of the par value of \$100 each and shall be designated Preferred Stock and 7,500,000 of said shares shall be of the par value of \$1 each and shall be designated Common Stock.

B. The Board of Directors is hereby expressly granted the power by resolution or resolutions to issue the Preferred Stock in one or more series, which series may have such voting powers, full, limited or by series, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be fixed by the Board of Directors and as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors.

C. I. Subject to any preferential dividend rights applicable to shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors.

II. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of any preferential amounts applicable to shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them.

III. Subject to any special voting rights applicable to shares of the Preferred Stock and except as provided for in part B of this Article Fourth, the holders of shares of the Common Stock shall be entitled to vote on all matters at all meetings of the stockholders of the Corporation, and shall be entitled to one vote for each share of the Common Stock entitled to vote at such meeting, voting together with the holders of any shares of the Preferred Stock who are entitled to vote, and not as a separate class.

FIFTH: A. The Board of Directors shall consist of not less than 9 nor more than 21 members as determined from time to time by the Board of Directors.

B. The Board of Directors shall be divided into three classes; the term of office of those of the first class to expire at the annual meeting of the stockholders next ensuing; of the second class at the annual meeting of the stockholders one year thereafter; of the third class at the annual meeting of the stockholders two years thereafter; and at each annual meeting of the stockholders, directors shall be chosen for a full term of three years to succeed those whose terms expire.

C. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required to authorize any amendment to the Certificate of Incorporation of the Corporation which shall alter, amend, change or repeal any of the provisions of part B of this Article FIFTH.

SIXTH: A. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required

(i) to adopt any agreement for the merger or consolidation of the Corporation or any "subsidiary" (which term is hereinafter defined) into or with any other "person" (which term is also hereinafter defined) or the merger of any other person into the Corporation or any subsidiary,

(ii) to authorize any sale, lease, exchange, mortgage or pledge to any other person of all or substantially all of the property and assets of the Corporation or any subsidiary, or any part of such assets having a fair market value greater than 50% of the fair market value of the total assets of the Corporation or such subsidiary, or

(iii) to authorize the issuance or transfer by the Corporation or any subsidiary of any voting securities of the Corporation or any subsidiary having a fair market value of more than \$1,000,000 in exchange or payment for the securities or property and assets (including cash) of any other person,

if, in any such case, as of the record date for the determination of stockholders entitled to notice thereof and to vote thereon or consent thereto, such other person is the "beneficial owner" (which term is hereinafter defined) of 5% or more of the outstanding stock of the Corporation entitled to vote in elections of directors; provided, however, that the provisions of this part A shall not apply to (I) any transaction consistent in all material respects with a memorandum of understanding approved by the Board of Directors of the Corporation prior to the time such person shall have become the beneficial owner of 5% or more of the outstanding stock of the Corporation entitled to vote in elections of directors or (II) any transaction if the Corporation and its subsidiaries beneficially own a majority of the outstanding stock entitled to vote in elections of directors of such person.

B. For the purposes of this Article SIXTH:

I. A person shall be deemed to be the "beneficial owner" of shares of stock of the Corporation (other than shares of the Corporation's stock held in its treasury) (1) which such person and its "affiliates" and "associates" (which terms are hereinafter defined) beneficially own, directly or indirectly, whether of record or not, (2) which such person or any of its affiliates or associates has the right to acquire pursuant to any agreement, upon the exercise of conversion rights, warrants or options, or otherwise, (3) which such person or any of its affiliates or associates has the right to sell or vote pursuant to any agreement or (4) which are beneficially owned, directly or indirectly, by any other person with which such first mentioned person or any of its affiliates or associates has any agreement, arrangement or understanding for the purposes of acquiring, holding, voting or disposing of securities of the Corporation.

II. A "subsidiary" is any corporation 50% or more of the voting securities of which are owned, directly or indirectly, by the Corporation.

III. A "person" is any individual, corporation or other entity.

IV. An "affiliate" of a specified person is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person.

V. An "associate" of a specified person is (1) any person of which such specified person is an officer or partner or is, directly or indirectly, the beneficial owner of 10% or more of any

class of equity securities, (2) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such specified person serves as trustee or in a similar fiduciary capacity, (3) any relative or spouse of such specified person, or any relative of such spouse, who has the same home as such specified person or who is a director or officer of such specified person or any corporation which controls or is controlled by such specified person, or (4) any other member or partner in a partnership, limited partnership, syndicate or other group of which such specified person is a member or partner and which is acting together for the purpose of acquiring, holding or disposing of securities of the Corporation.

C. For the purposes of determining whether a person is the beneficial owner of 5% or more of the outstanding stock of the Corporation, the outstanding stock of the Corporation shall include shares deemed owned pursuant to the provisions of clause (2) of division I of part B of this Article SIXTH, but shall not include any other shares which may be issuable pursuant to any agreement or upon the exercise of any conversion rights, warrants or options, or otherwise, or shares owned by the Corporation or any subsidiary.

D. The Board of Directors shall, on the basis of information known to it, make all determinations required to be made pursuant to the provisions of this Article SIXTH, including, without limiting the generality of the foregoing,

(i) the fair market value of any assets of the Corporation or any subsidiary proposed to be disposed of and the fair market value of the total assets of the Corporation or such subsidiary,

(ii) the fair market value of any voting securities of the Corporation or any subsidiary proposed to be issued or transferred,

(iii) whether any person is the beneficial owner of 5% or more of the outstanding stock of the Corporation entitled to vote in the election of directors,

(iv) whether any memorandum of understanding is consistent in all material respects with a proposed transaction, and

(v) the persons who are the affiliates and associates of any other person.

Any such determination shall be conclusive and binding for all purposes of this Article SIXTH.

E. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required (i) to adopt any agreement for the merger or consolidation of the Corporation into or with a subsidiary (but not for the merger of a subsidiary into the Corporation) or (ii) to authorize any sale, lease, exchange, mortgage or pledge to a subsidiary of all or substantially all of the property and assets of the Corporation.

F. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required for the dissolution of the Corporation.

G. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required to authorize any amendment to the Certificate of Incorporation of the Corporation which shall alter, amend, change or repeal any of the provisions of this Article SIXTH.

SEVENTH: A. The Board of Directors shall have the power to adopt, alter, amend, change or repeal the By-Laws of the Corporation.

B. The By-Laws of the Corporation shall not be adopted, altered, amended, changed or repealed by the stockholders except by the affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote in the election of directors.

C. The affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote thereon shall be required to authorize any amendment to the Certificate of Incorporation of the Corporation which shall alter, amend, change or repeal any of the provisions of this Article SEVENTH.

EIGHTH: The name and mailing address of the incorporator are:

<u>Name</u>	<u>Mailing Address</u>
Lawrence S. Phillips	1290 Avenue of the Americas New York, New York 10019

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of April, 1976.

LAWRENCE S. PHILLIPS
Lawrence S. Phillips
Incorporator

BCC# B106123: 97
CERTIFICATE OF AMENDMENT

ED
JUN 2 1987 11AM

OF
CERTIFICATE OF INCORPORATION
OF

PHILLIPS-VAN HEUSEN CORPORATION

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

The undersigned, President and Secretary, respectively, of
PHILLIPS-VAN HEUSEN CORPORATION (the "Corporation"), a corporation
organized and existing under and by virtue of the General
Corporation Law of the State of Delaware, do hereby certify as
follows:

FIRST: Part A of Article FOURTH of the Certificate of
Incorporation of the Corporation shall be amended to read:

"The total number of shares of all classes of stock
which the Corporation shall have authority to issue is
50,150,000. 150,000 of said shares shall be of the par
value of \$100 each and shall be designated Preferred
Stock and 50,000,000 of said shares shall be of the par
value of \$1 each and shall be designated Common Stock."

SECOND: A new Article EIGHTH shall be added to the
Certificate of Incorporation to read as follows and the existing
Article EIGHTH shall be redesignated as Article NINTH:

"EIGHTH: No director of the Corporation shall be
personally liable to the Corporation or its stockholders
for monetary damages for breach of his or her fiduciary
duty as a director; provided, however, that nothing in
this Article EIGHTH shall eliminate or limit the
liability of any director (i) for any breach of the

director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Notwithstanding the foregoing, nothing in this Article EIGHTH shall eliminate or limit the liability of a director for any act or omission occurring prior to the date of the filing of the Certificate of Amendment to the Certificate of Incorporation of the Corporation that includes this Article EIGHTH."

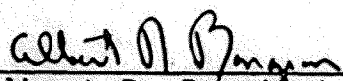
THIRD: Such amendments have been duly approved in accordance with the provisions of Section 242 of the General Corporation Law by the Board of Directors of the Corporation and by a majority of the outstanding common stock of the Corporation (the only outstanding stock entitled to vote thereon).

IN WITNESS WHEREOF, the undersigned have executed this Certificate and affirm, under penalties of perjury, that the instrument is the act or deed of the undersigned and the facts stated herein are true.

Dated this 2nd day of June, 1987.


Lawrence S. Phillips, President

ATTEST:


Albert R. Bongigvi, Secretary

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PHILLIPS-VAN HEUSEN CORPORATION

The undersigned, being the President of PHILLIPS-VAN HEUSEN CORPORATION, a Delaware corporation (the "Corporation"), does, pursuant to Section 242 of the General Corporation Law of the State of Delaware, hereby certify that: **FIRST:** The Certificate of Incorporation of the Corporation is hereby amended by striking out **ARTICLE FIFTH** thereof in its entirety and by substituting in lieu thereof the following:

"**FIFTH:** The Board of Directors shall consist of not less than 9 nor more than 21 members as determined from time to time by the Board of Directors."

SECOND: The foregoing amendment to the Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors of the Corporation and by the vote of not less than 80% of the outstanding common stock of the Corporation (the only outstanding stock of the Corporation entitled to vote thereon).

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment and affirms, under penalties of perjury, that this instrument is the act or deed of the undersigned and the facts stated herein are true.

Dated this 18th day of June, 1996.

/s/ Bruce J. Klatsky
Bruce J. Klatsky
President

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PHILLIPS-VAN HEUSEN CORPORATION

Under Section 242 of the
General Corporation Law

The undersigned, Mark D. Fischer, Senior Vice President of Phillips-Van Heusen Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Phillips-Van Heusen Corporation.
2. The Certificate of Incorporation of the Corporation was filed by the Secretary of State on April 8, 1976.
3. The purpose of this Amendment to the Certificate of Incorporation of the corporation is to change the Corporation's name to "PVH Corp."
4. The foregoing amendment is hereby effected by deleting Article FIRST of the Certificate of Incorporation of the Corporation in its entirety and substituting in lieu thereof, the following:

"FIRST: The name of the Corporation is PVH CORP."

5. The foregoing amendment to the Certificate of Incorporation of the Corporation has been duly authorized and adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirms under the penalties of perjury that the statements made herein are true, this 23rd day of June, 2011.

Mark D. Fischer
Mark D. Fischer, Senior Vice President

ATTEST:

Jeffrey S. Hellman
Jeffrey S. Hellman, Assistant Secretary

[End]