

RESTATED ARTICLES OF INCORPORATION
OF
THE MEN'S WEARHOUSE, INC

AUG 11 1994

Corporations Section

Pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, the undersigned corporation hereby adopts Restated Articles of Incorporation, which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

Article One. The name of the corporation is The Men's Wearhouse, Inc.

Article Two. The Articles of Incorporation of the Corporation are amended by these Restated Articles of Incorporation as follows:

The first paragraph of ARTICLE FOUR of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"The total number of shares of all classes of stock that the Corporation shall be authorized to issue is 52,000,000, comprising 2,000,000 shares of preferred stock, of the par value of \$.01 per share (hereinafter called "Preferred Stock"), and 50,000,000 shares of common stock, of the par value of \$.01 per share (hereinafter called "Common Stock")."

Article Three. The amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act, and was duly adopted by the shareholders of the Corporation on the 28th day of June, 1994.

Article Four. The number of shares of the Common Stock of the Corporation outstanding and entitled to vote on the amendment effected in these Restated Articles of Incorporation was 12,651,163, of which 9,497,681 shares voted in favor of and 1,871,369 shares voted against the adoption thereof.

Article Five. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation, which accurately copy the entire text thereof and as amended as set forth in Article Two above:

"ARTICLE ONE

The name of the Corporation is "The Men's Wearhouse, Inc."

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE FOUR

The total number of shares of all classes of stock that the corporation shall be authorized to issue is 52,000,000, comprising 2,000,000 shares of preferred stock, of the par value of \$.01 per share (hereinafter called "Preferred Stock"), and 50,000,000 shares of common stock, of the par value of \$.01 per share (hereinafter called "Common Stock").

A description of the respective classes of stock and a statement of the designations, preferences, limitations and relative rights of such classes of stock and the limitations on or denial of the voting rights of the shares of such classes of stock are as follows:

A. PREFERRED STOCK

The Preferred Stock may be divided into and issued in one or more series. The Board of Directors is hereby vested with authority from time to time to establish and designate such series, and within the limitations prescribed by law or set forth herein, to fix and determine the relative rights and preferences of the shares of any series so established, but all shares of Preferred Stock shall be identical except as to the following relative rights and preferences as to which there may be variations between different series: (a) the rate of dividend; (b) whether shares may be redeemed and, if so, the price at and the terms and conditions on which shares may be redeemed; (c) the amount payable upon shares in the event of liquidation, involuntary or voluntary; (d) sinking fund provisions for the redemption or purchase of shares; (e) the terms and conditions upon which shares may be converted, if the shares of any series are issued with the privilege of conversion; and (f) voting rights.

The Board of Directors shall exercise such authority by the adoption of a resolution or resolutions as prescribed by law.

B. COMMON STOCK

1. Dividends. Subject to all the rights of the Preferred Stock or any series thereof, and on the conditions set forth in Part A of this ARTICLE FOUR or in any resolution of the Board of Directors providing for the issuance of any series of Preferred Stock, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

2. Voting Rights. Each holder of Common Stock shall be entitled to one vote for each share held.

C. PROVISIONS APPLICABLE TO ALL CLASSES

1. Preemptive Rights. No holder of securities of the Corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the Corporation now or hereafter authorized to be issued, or securities held in the treasury of the Corporation, whether issued or sold for cash or other consideration or as a share dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

2. Cumulative Voting. No holder of securities of the Corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand (\$1,000.00) Dollars, consisting of money, labor done or property actually received.

ARTICLE SIX

The post office address of the Corporation's registered office is 5803 Glenmont, Houston, Texas 77081, and the name of its registered agent at such address is David Edwab.

ARTICLE SEVEN

The directors of the Corporation need not be residents of the State of Texas or shareholders of the Corporation. The names and addresses of the persons who are elected to serve as directors until the next annual meeting of the shareholders, or until their successors shall have been elected and qualified, are:

| | |
|--------------------|--|
| George Zimmer | 5696 Stewart Avenue Fremont, California 94538 |
| Robert E. Zimmer | 5696 Stewart Avenue Fremont, California 94538 |
| Richard E. Goldman | 5696 Stewart Avenue Fremont, California 94538 |
| James E. Zimmer | 5803 Glenmont Drive Houston, Texas 77081 |
| David Edwab | 5696 Stewart Avenue Fremont, California 94538 |
| Harry M. Levy | 5803 Glenmont Drive Houston, Texas 77081 |
| Rinaldo Brutoco | c/o Red Rose Collection, Inc. 42 Adrian Court Burlingame, California 94010 |
| Michael L. Ray | c/o Graduate School of Business Stanford University Stanford, California 94305 |

ARTICLE EIGHT

A. No director of the Corporation shall be liable to the Corporation or any of its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE EIGHT shall not authorize the elimination or limitation of liability of a director of the Corporation to the extent the director is found liable for: (i) a breach of such director's duty of loyalty to the corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of such director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

B. If the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act or any other applicable Texas statute hereafter is amended to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act and such other applicable Texas statute, as so

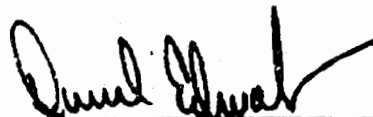
amended, and such limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a director of the Corporation provided by the foregoing provisions of this ARTICLE EIGHT.

C. Any repeal of or amendment to this ARTICLE EIGHT shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment."

Dated this 25th day of July, 1994.

THE MEN'S WEARHOUSE, INC.

By:



David Edwab, Chief Operating and
Financial Officer