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**CT Corporation System
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Corporation(s) Name

Fashion Bug #3476, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Fashion Bug #3476, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Fashion Bug #3476, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Winter Garden Plaza, Route 50, Winter Garden, FL 32787

THIRD: The number of shares the corporation is authorized to issue is: 2,000

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324 and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:


| | |
|-----------------------|--|
| Dorrit J. Bern | 100 Lois Lane, Barrington, IL 60010 |
| Kathleen H. Lieberman | 315 Stoney Brook Road, Newtown, PA 18940 |
| Jonathon Graub | 19 Cooper Beech Drive, Lafayette Hills, PA 19444 |
| Eric M. Specter | 1426 Gentlemen's Way, Dresher, PA 19025 |

SIXTH: The name and address of each incorporator is:

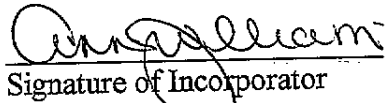
| | |
|----------------------|--|
| Jennifer A. Schwartz | 1635 Market Street, Philadelphia, PA 19103 |
| Ann J. Williams | 1635 Market Street, Philadelphia, PA 19103 |

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SEVENTH: Any other provision required or permitted by law is:


Signature of Incorporator
Jennifer A. Schwartz

Date: 5/24/2000


Signature of Incorporator
Ann J. Williams

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Date 5/24/00

By 
ANN J. WILLIAMS
Assistant Vice President

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