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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

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-11/22/00--01050--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Fashion Bug # 3554, Inc.

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
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- NonProfit  Amendment  Merger
- Limited Liability Company
- Foreign  Dissolution/Withdrawal  Mark

- Limited Partnership  Annual Report  Other
- Reinstatement  Reservation  Change of S.A.
- Limited Liability Partnership  Fictitious Name
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ARTICLES OF INCORPORATION  
OF

FASHION BUG #3554, INC.

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TALLAHASSEE, FLORIDA

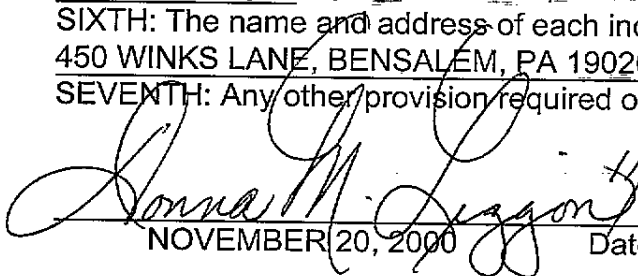
The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

- FIRST: The name of the corporation is: FASHION BUG #3554, INC.
- SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 450 WINKS LANE, BENSALEM, PA 19020
- THIRD: The number of shares the corporation is authorized to issue is: 2,000 NPV
- 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:  
SEE ATTACHED

SIXTH: The name and address of each incorporator is: DONNA M. LIGGON,  
450 WINKS LANE, BENSALEM, PA 19020

SEVENTH: Any other provision required or permitted by law is: N/A

 11/20/00  
Signature of Incorporator  
NOVEMBER 20, 2000 Date

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

By Margaret E. Routzahn

11/21/00  
Date

MARGARET E. ROUTZAHN  
Special Assistant Secretary

**ADDENDUM**

**DIRECTORS**

Dorrit J. Bern  
450 Winks Lane  
Bensalem, PA 19020

Kathleen H. Lieberman  
450 Winks Lane  
Bensalem, PA 19020

Eric M. Specter  
450 Winks Lane  
Bensalem, PA 19020

Jonathon Graub  
450 Winks Lane  
Bensalem, PA 19020

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