CT CORPORATION

CORPORATION(S) NAME

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

CATHERINES #5116, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

450 WINKS LANE, BENSALEM, PA 19020

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is:

RETAIL SALE OF WOMEN'S APPAREL

ARTICLE IV <u>SHARES</u>

The number of shares of stock is: 2,000 COMMON STOCK, \$1.00 PAR VALUE

ARTICLE V INITIAL OFFICERS DIRECTORS (optional)

The name(s) and address(es):

SEE ATTACHED EXHIBIT "A"

REGISTERED AGENT ARTICLE VI

The name and Florida street address of the registered agent is:

C T Corporation System

1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

TINA LOUISE GRODZISKI

450 WINKS LANE, BENSALEM, PA 19020

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this

certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity C.T Corporation System

Signature/Incorporator

07/11/02

EXHIBIT "A"

BOARD OF DIRECTORS LIST

NAME	ADDRESS
John J. Sullivan	450 Winks Lane, Bensalem, PA 19020
Linda M. Madway	450 Winks Lane, Bensalem, PA 19020
Rodney Schriver	450 Winks Lane, Bensalem, PA 19020