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CONTACT: ~~KAREN PETERSON~~ Sonya Sowards
PHONE: (904)359-2000 FAX #: (904)359-8700

NAME: STEIN MART BUYING CORP

AUDIT NUMBER......H97000020997
DOC TYPE.........FLORIDA PROFIT CORPORATION OR P.A.
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To: Becky -

Corrected + Refaxed as requested -
Thanks for your help!!!

Sonya

B.McKnight DEC 2 2 1997

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ARTICLES OF INCORPORATION
OF
STEIN MART BUYING CORP.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Stein Mart Buying Corp.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 1200 Riverplace Boulevard, Jacksonville, Florida 32207.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of $0.01 per share.

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Prepared by:
Linda Y. Kelso, Esquire
Florida Bar No. 298662
Foley & Lardner
200 Laura Street, Post Office Box 240
Jacksonville, FL 32201-0240
Telephone 904/359-2000

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address**. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VI

DIRECTORS

Section 6.1 **Number**. This corporation shall have six director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors**. The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
Jay Stein	1200 Riverplace Boulevard Jacksonville, FL 32207
John H. Williams	1200 Riverplace Boulevard Jacksonville, FL 32207
Michael Fisher	1200 Riverplace Boulevard Jacksonville, FL 32207
Michael Remsen	1200 Riverplace Boulevard Jacksonville, FL 32207
James G. Delfs	1200 Riverplace Boulevard Jacksonville, FL 32207
Hunt Hawkins	1200 Riverplace Boulevard Jacksonville, FL 32207

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 **Name and Address**. The name and street address of the incorporator of this corporation are:

NAME	ADDRESS
Linda Y. Kelso	200 Laura Street Jacksonville, FL 32202

ARTICLE IX

INDEMNIFICATION

Section 9.1 **Indemnification**. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 **Amendment**. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 22nd day of December, 1997.

Linda Y. Kelso

Linda Y. Kelso, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: December 22, 1997

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