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C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

500003028115-3
-10/28/99-01061-087
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Fashion Bug #3389, Inc

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Thanks, Melanie ☺

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CR2E031 (1-89)

TS 10/28/99

ARTICLES OF INCORPORATION

OF

Fashion Bug #3389, 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 #3389, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Melbourne Village Shopping Center, Wickham Road and Eau Gaille Road, Melbourne, FL 32901.

THIRD: The number of shares the corporation is authorized to issue is: 2,000 shares of Common Stock, with a par value of \$1.00 per share.

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	450 Winks Lane, Bensalem, PA 19020
Jon A. Goldberg	450 Winks Lane, Bensalem, PA 19020
Kathleen H. Lieberman	450 Winks Lane, Bensalem, PA 19020
Jonathon Graub	450 Winks Lane, Bensalem, PA 19020
Eric M. Specter	450 Winks Lane, Bensalem, PA 19020

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SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn

1635 Market St., Philadelphia, PA 19103

Jennifer A. Schwartz

1635 Market St., Philadelphia, PA 19103

Jennifer A. Schwartz

Signature of Incorporator
Jennifer A. Schwartz

Date: October 12, 1999

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

Date *10/26/99*

MARGARET E. ROUTZAHN
Special Assistant Secretary

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