Jumber Only Document C T CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street 800003188168--5 -03/29/00--01028--006 Address 32301 (850)222-1092 Tallahassee, FL *****70.00 *****70.00 Zip Phone State City CORPORATION(S) NAME Fashion Bug # 3449 SOProfit - Articles () Merger () NonProfit () Amendment () Limited Liability Company () Mark () Dissolution/Withdrawal () Foreign () Other () Annual Report () Limited Partnership () Change of R.A. () Reservation () Reinstatement () Fictitious Name () Limited Liability Partnership () CUS () Photo Copies () Certified Copy () After 4:30 () Call if Problem () Call When Ready Pick Up () Will Wait Walk In () Mail Out Name 3/29 PLEASE RETURN EXTRA COPY(S) Availability FILE STAMPED OLYREAD THANKS INTERPREDATION OF CORPOS PARTIES PARTIES OF CORPOS PARTIES PARTIES OF CORPOS PARTIES PARTIES OF CORPOS PARTIES PARTIES PARTIES OF CORPOS PARTIES PARTIE Document Examiner Updater : 00 MAR 29 PM 12: 14

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Acknowledgment

W.P. Verifler

Verifier

ARTICLES OF INCORPORATION

OF

Fashion Bug #3449, 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 #3449, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Hollywood Hills Plaza, Hollywood Blvd & North Park Road, Hollywood, FL 33021.

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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(FL001 - 5/11/98)

SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn

Jennifer A. Schwartz

1635 Market St., Philadelphia, PA 19103

1635 Market St., Philadelphia, PA 19103

Dated March 28, 2000

Jennifer A. Schwartz

Íncorporator

Margaret E. Routzahn

Incorporator

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

MARGARET E. ROUTZAHN

Special Assistant Secretary

Date 3/28/00

FILED

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SECRETARY STANKE