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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Fashion Bug #3528, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fashion Bug #3528, 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 #3528, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Flagler Park Plaza, West Flagler Street, Route 968 and 82nd Avenue, Miami, Florida 33144.

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 |
| 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 |

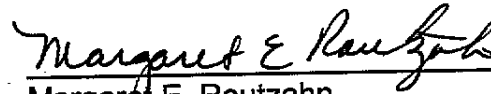
SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn
Jennifer A. Schwartz

1635 Market St., Philadelphia, PA 19103
1635 Market St., Philadelphia, PA 19103

Dated April 19, 2000


Jennifer A. Schwartz
Incorporator


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

By: 

Date 9-6-00

MARGARET E. ROUTZAHN
Special Assistant Secretary