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CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Fashion Bug Plus #8068, Inc.

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN MAY - 8 2001

ARTICLES OF INCORPORATION
OF

FASHION BUG PLUS #8068, INC.

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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 PLUS #8068, INC.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 450 WINKS LANE, BENSALEM, PA 19020

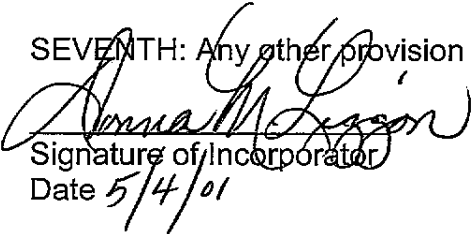
THIRD: The number of shares the corporation is authorized to issue is: 2,000, \$1.00 PV

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 of addresses of the persons who are to serve as initial directors are: SEE ATTACHED.

SIXTH: The name and address of each incorporator is: DONNA M. LIGGON,
BENSALEM, PA 19020

SEVENTH: Any other provision required or permitted by law is: N/A


Signature of Incorporator

Date 5/4/01

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 5/7/01

MARGARET E. ROUTZAHN

Special Assistant Secretary

FL001 - C T System Online

ADDENDUM

DIRECTORS

Dorrit J. Bern
450 Winks Lane
Bensalem, PA 19020

Kathleen H. Lieberman
450 Winks Lane
Bensalem, PA 19020

John J. Sullivan
450 Winks Lane
Bensalem, PA 19020

Rodney Schriver
450 Winks Lane
Bensalem, PA 19020

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