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

J. BRYAN JUL 1 6 2001

ARTICLES OF INCORPORATION

OF

Fashion Bug #3578, 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 #3578, 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 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:

Oded Shein 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 3750 State Road, Bensalem, PA 19020

SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn

1515 Market St., Philadelphia, PA 19102

SECTION SERVICES

Dated July 13, 2001

Margaret E. Routzahn

Incorporator

(FL001 - 5/11/98)

CTSyste

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Date: July 13, 2001

C T Corporation System

By: Margaret E Koukulo

Special Assistant Secretary

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