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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

O'CARROLLS APPAREL, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

O'CARROLLS APPAREL, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 and 621 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: *O'CARROLLS APPAREL, INC.*
2. The duration of the corporation shall be perpetual.
3. The purpose for which this corporation is being formed is to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is *Two Hundred (200)* shares, at *no par value*.
5. The name and address of the initial director is:
Robert Coletti, 446 Water Street, Celebration, Florida 34747
6. The principal address and mailing address of the corporation will be *446 Water Street, Celebration, Florida 34747* and the name of its initial registered agent at such address is: *Robert Coletti*
7. The name and address of the incorporator is:
Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, N. Y., N.Y. 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: *October 10th, 2001.*


Jean M. Sherett, Incorporator

BlumbergExcelsior Corporate Services, Inc
62 White Street, NYC 10013
(212)431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of

O'CARROLLS APPAREL, INC.

Dated: *October 10th*, 2001.



By: *Robert Coletti*
Its: *Agent*

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212)431-5000

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