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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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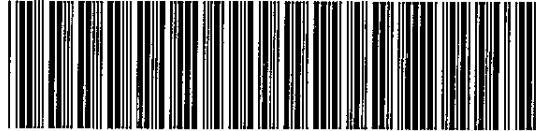
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 341614 4720431

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 70.00

ORDER DATE : December 1, 2003

ORDER TIME : 10:01 AM

ORDER NO. : 341614-040

CUSTOMER NO: 4720431

CUSTOMER: Ms. Tina Grodziski
Charming Shoppes, Inc.

450 Winks Lane

Bensalem, PA 19020

DOMESTIC FILING

NAME: CATHERINES #5644, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:
CATHERINES #5644, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:
450 WINKS LANE, BENSALEM, PA 19020

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
RETAIL SALE OF WOMEN'S CLOTHING AND ANY OTHER LAWFUL PURPOSE

ARTICLE IV SHARES

The number of shares of stock is:
2,000 COMMON \$1.00 PAR VALUE

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):
LINDA M. MADWAY, 450 WINKS LANE, BENSALEM, PA 19020
RODNEY SCHRIVER, 3750 STATE ROAD, BENSALEM, PA 19020
JOHN J. SULLIVAN, 450 WINKS LANE, BENSALEM, PA 19020

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:
Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:
TINA LOUISE GRODZISKI, 450 WINKS LANE, BENSALEM, PA 19020

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By: Elizabeth R. Komieczny
Signature/Registered Agent

12/1/03
Date

Tina Louise Grodziski
Signature/Incorporator

NOVEMBER 25, 2003
Date

TINA LOUISE GRODZISKI

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TALLAHASSEE, FLORIDA