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**FLORIDA PROFIT CORPORATION OR P.A.**

**Claire's Acquisition, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**CLAIRE'S ACQUISITION, INC.**

**ARTICLE I**

The name of the corporation is CLAIRES ACQUISITION, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 3 S.W. 129<sup>th</sup> Avenue, Pembroke Pines, Fl 33027

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1200 South Pine Island Rd., Plantation, Fl 33324 and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are (3), and the name of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Maria L. Schaefer  
3 S.W. 129<sup>th</sup> Avenue  
Pembroke Pines, FL 33027

E. Bonnie Schaefer  
3 S.W. 129<sup>th</sup> Avenue  
Pembroke Pines, FL 33027

Ira D. Kaplan  
3 S.W. 129<sup>th</sup> Avenue  
Pembroke Pines, FL 33027

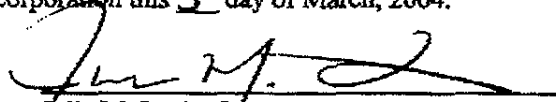
**ARTICLE VII**

The name of the Incorporator is Julie M. Levitt and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3<sup>rd</sup> day of March, 2004.

  
Julie M. Levitt, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of CLAIRE'S ACQUISITION, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
CT CORPORATION SYSTEM  
Agent for the Registered Agent

Dated: March 4, 2004

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