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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Tilly's of Key West, Inc.**

Certificate of Status	1
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Tilly's of Key West, Inc.

### Article II. Address

The street and mailing address of the Corporation's initial principal office is:  
Tilly's of Key West, Inc.  
1327 Duncan Street  
Key West FL 33040

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
David Van Loon, Esq.  
Feldman Koenig & Highsmith, P. A.  
3158 Northside Drive  
Key West FL 33040

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

David Vinson  
Robert Silver

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David Van Loon, Esq. | FL Bar Member  
Feldman Koenig & Highsmith, P. A.  
3158 Northside Drive  
Key West FL 33040  
(305) 296-8851

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Article V. Capital Stock

The Corporation shall have the authority to issue 500 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

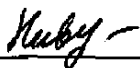
The name and address of the incorporator is:

David Van Loon, Esq.  
3158 Northside Drive  
Key West FL 33040

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 5, 2007.

The undersigned incorporator executed these Articles of Incorporation on January 5, 2007.

  
\_\_\_\_\_  
DAVID VAN LOON, ESQ.  
by Y. Huberdeau as attorney-in-fact

David Van Loon, Esq. | FL Bar Member  
Feldman Koenig & Highsmith, P. A.  
3158 Northside Drive  
Key West FL 33040  
(305) 296-8851

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H07000004035

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Tilly's of Key West, Inc.

**REGISTERED AGENT/OFFICE:**

David Van Loon, Esq.  
Feldman Koenig & Highsmith, P. A.  
3158 Northside Drive  
Key West FL 33040

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
DAVID VAN LOON, ESQ.

by Y. Huberdeau as attorney-in-fact

Date: 1/5/2007.

David Van Loon, Esq. | FL Bar Member  
Feldman Koenig & Highsmith, P. A.  
3158 Northside Drive  
Key West FL 33040  
(305) 296-8851

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