

**Electronic Articles of Incorporation
For**

P12000015295
FILED
February 14, 2012
Sec. Of State
jshivers

OVERSTOCK CLOTHING OUTLET INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

OVERSTOCK CLOTHING OUTLET INC

Article II

The principal place of business address:

821 N MILITARY TRAIL
WEST PALM BEACH, FL. 33415

The mailing address of the corporation is:

16590 107TH DR N
JUPITER, FL. 33478

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

MICHAEL LOMBARDO
16590 107TH DR N
JUPITER, FL. 33478

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL LOMBARDO

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Article VI

The name and address of the incorporator is:

MICHAEL LOMBARDO
16590 107TH DR N

JUPITER, FL 33478

Electronic Signature of Incorporator: MICHAEL LOMBARDO

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHAEL LOMBARDO
16590 107TH DR N
JUPITER, FL. 33478

Article VIII

The effective date for this corporation shall be:

02/14/2012