



Prentice Hall Legal & Financial Services

ATTN: Andrea (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

RECEIVED

95 JAN 12 AM 9:46

CORPORATION(S) NAME

DIVISION OF CORPORATION

CHARTER NUMBER

Federal Hwy. Linens 'N' Things, Inc.

P95000003236

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Margor
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 2

SEARCHED 1-12-95
-01712795--01024--011
***122.50 ***122.50

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

FILED
95 JAN 12 PM 12 29
STATE

☒ Walk In

☐ Call If Problem

☐ Will Wait

☒ Pick up 1-12 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

H. SIMS JAN 12 1995

BRANCH ORDERING: MC BY: Diana M.

BRANCH RECEIVING: FL BY: Andrea

REF/JOB # 020-95-03471

CLIENT MATTER # _____

SAME DAY ☒ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: ☒ YES OR ☐ NO

DATE SENT: 1/11 MAIL 1/11 FAX 1/11 ☒ FED EXP.

FILED: 1/11

SENT TO: BRANCH ☒ CLIENT _____

SPECIAL INSTRUCTIONS: _____

CHECK #

ST./CTY/ FEES

CORR. FEE/
SPEC. HANDL.

MESSANGER

COPIES

FAX FEE

OTHER

TOTAL

122.50

ARTICLES OF INCORPORATION
OF
FEDERAL HWY. LINENS 'N THINGS, INC.

FILED
95 JUN 12 PM 12 29
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is FEDERAL HWY. LINENS 'N THINGS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Melville Corporation, One Theall Road, Rye, New York 10580.

The mailing address, wherever located, of the corporation is c/o Melville Corporation, One Theall Road, Rye, New York 10580.

THIRD: The number of shares that the corporation is authorized to issue is one hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o United States Corporation Company, 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is United States Corporation Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Athena Amaxas	15 Columbus Circle New York, NY 10023-7773

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To buy, sell and generally deal in and with (at wholesale, retail or both) all linens, domestics, draperies, home furnishings and other accessories thereto related.

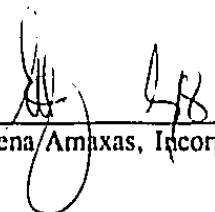
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 11, 1995.


Athena/Amexas, Incorporated

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

UNITED STATES CORPORATION COMPANY

By: John S. Hoenigmann
John S. Hoenigmann, Assistant Vice-President

Date: January 11, 1995

FILED
95 JAN 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA