

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P95000029185

APR 12 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FL 32301

ACCOUNT NO. : 072100000032

REFERENCE : 578436 86901D

AUTHORIZATION :

Patricia

COST LIMIT : \$ 122.50

ORDER DATE : Apr 11 12, 1995

ORDER TIME : 10:28 AM

200001454492

ORDER NO. : 578436

CUSTOMER NO: 86901D

CUSTOMER: Mr Melvin Maldonado
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: TAMPA LINENS 'N THINGS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

ESB 4/13

W95-7873

1109

RECEIVED
APR 12 1995
6:11 PM
SECRETARY OF STATE
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TAMPA LINENS 'N THINGS, INC.
Ref. Number: W95000007873

We have received your document for TAMPA LINENS 'N THINGS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00016791

Attn: Brenda!
4-13-95
RESUBMIT
GJV
(should not have
been rejected)

ARTICLES OF INCORPORATION
OF
TAMPA LINENS 'N THINGS, INC.

FILED
23 APR 12 PM 1:40
SECRETARY OF STATE
TAMPA, 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 TAMPA LINENS 'N THINGS, INC.

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

The mailing address, wherever located, of the corporation is 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	375 Hudson Street, 11th Floor New York, New York 10014

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 April 10, 1995.



Athena Amaxas, Incorporator

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: *Delia Taliento*
Delia Taliento, Assistant Vice-Assistant

Date: April 10, 1995

FILED
APR 12 PM 1:10
CLERK OF COURT
JUDICIAL DISTRICT
OF NEW MEXICO
SANTA FE