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5/03/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VENTURE OUTLET CENTERS, INC.

FAX ALIDIT NUMBER: H93000004989

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ARTICLES OF INCORPORATION

of VENTURE OUTLET CENTERS, INC.

A CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: VENTURE OUTLET CENTERS, INC.

Address of the Corporation: 1725 UNIVERSITY DRIVE #450
CORAL SPRINGS, FLORIDA 33071

Article 2: DURATION: Term of existence of the corporation is perpetual.

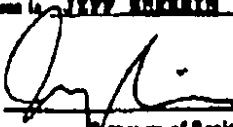
Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

1725 UNIVERSITY DR. #450 CORAL SPRINGS, FL. 33071
and the name of the initial registered agent at such address is JEFF SHERIN

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


Signature of Registered Agent

5-2-95
Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. JEFF SHERIN, 1725 UNIVERSITY DRIVE, #450, CORAL SPRINGS, FL. 33071

Article 7: The Name and address of the Incorporator is:

JEFF SHERIN 1725 UNIVERSITY DR. #450, CORAL SPRINGS, FL. 33071

In witness whereof I have subscribed my name


Signature of Incorporator

145-04989
ACE INDUSTRIES, INC.
34 NW 11th Street
Miami, FL 33136
305-358-2571

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