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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 17, 1995

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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-08/21/95--01077--008
****122.50 ****122.50

RE: Kim's Designer Outlet, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Kim's Designer Outlet, Inc. Please forward the certified copy of the Articles of Incorporation to the undersigned at the above address. A check in the amount of \$122.50 is enclosed for filing fees, registered agent designation, and certified copy.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Ron Eubanks
Enclosures


\$122.50
JE

**ARTICLES OF INCORPORATION
OF
KIM'S DESIGNER OUTLET, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is Kim's Designer Outlet, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO - DURATION

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE THREE - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 99 NE

Eglin Pkwy., Fort Walton Beach, FL 32547, and the initial registered agent of the Corporation at that address is Kim Hohnadell.

ARTICLE SEVEN - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 99 NE Eglin Pkwy., Fort Walton Beach, FL 32547.

ARTICLE EIGHT - MANAGEMENT OF CORPORATE AFFAIRS

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE NINE - INCORPORATOR

The name and address of the person signing these articles is as follows:
Kim Hohnadell, 201-B Grand Mariner Condos, Hwy. 98 E., Destin, FL 32541.

ARTICLE TEN - BYLAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the shareholders.

ARTICLE ELEVEN - SECTION 1244 STOCK

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE TWELVE - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17th day of August, 1995.

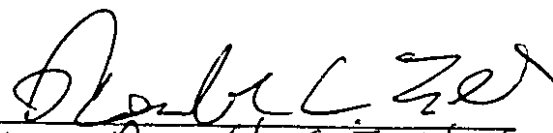

KIM HOHNADELL

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of August, 1995, by Kim Hohnadell, who is personally known to me or who has produced her FL driver license as identification. Such person acknowledged that she executed the Articles of Incorporation for the purpose therein described.



RONALD C. EUBANKS
MY COMM. EXP. 1-28-96
BONDED BY SERVICE INS CO
NO. CC176740


Name: Ronald C. Eubanks
Notary Public - State of Florida

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

Kim's Designer Outlet, Inc. (the "Corporation"), desiring to organize under the laws
of the State of Florida, with its registered office, as indicated in its Articles of
Incorporation, at 99 NE Eglin Pkwy., Fort Walton Beach, FL 32547, has named
Kim Hohnadell, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated
Corporation, at the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open of said office.


KIM HOHNADELL

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