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January 29, 1996

Reply to:

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Orlando
32819
Tel: (407) 363-4821
Fax: (407) 363-6107

RE: Simons Retail Group, U.S.A., Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for Simons Retail Group, U.S.A., Inc.

Also enclosed is a check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

LAVIGNE & LANE, P.A.
5401 S. KIRKMAN ROAD, SUITE 500
ORLANDO, FLORIDA 32819
(407) 363-4821

Your attention to this matter is most appreciated.

Very truly yours,

Jennifer Lane
James R. Lavigne, Esquire

JRL/jlc
Enclosure

ARTICLES OF INCORPORATION

OF

SIMONS RETAIL GROUP U.S.A. INC.

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is SIMONS RETAIL GROUP U.S.A. INC.

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

(a) Retail sales of food items, yogurt, ice creams, merchandise and convenience items

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instrument to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as natural person might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of capital stock with a par value of Ten Dollars (\$10.00) per share.

Initial Issue: Ten Thousand (10,000) shares of the capital stock of the corporation shall be issued for cash at \$10.00 per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of Stock. The shares of the corporation are not to be divided into classes.

No Share In Series. The corporation is not authorized to issue shares in series.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial principal office of the corporation is c/o Lavigne & Lane, P.A., 5401 S. Kirkman Road, Suite 500, Orlando, Florida 32819, and the name and address of the initial registered agent is James R. Lavigne, Esquire located at 5401 S. Kirkman Road, Suite 500, Orlando, Florida 32819

ARTICLE VI. DIRECTORS

The initial Board of Directors shall consist of two (2) members, who need not be a resident of Florida, or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any

way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Shaheen Naz	c/o Simons Retail Group
<u>ROHAIL SIMON</u> W-2	411 Mottram Road
	Stalybridge, Cheshire
	SK15 2SX, United Kingdom

ARTICLE VIII. INCORPORATOR

The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
Shaheen Naz	c/o Simons Retail Group
ROHAIL SIMON NAZ	411 Mottram Road
	Stalybridge, Cheshire
	SK15 2SX, United Kingdom

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, Simon Retail Group, Inc. , qualified to do business under the laws of the State of Florida, with its principal office at 5401 S. Kirkman Road, Suite 500, Orlando, Florida 32819 ,Orange County, State of Florida has appointed James R. Lavigne, Esq. at 5401 S. Kirkman Road, Suite 500 City of Orlando County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

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


JAMES R. LAVIGNE, ESQUIRE