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ARTICLES OF INCORPORATION

OF

THE BRITISH EMPORIUM (RETAIL), INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

The British Emporium (Retail), Inc.

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ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 7300 West Camino Real, Boca Raton, Florida, 33433.

ARTICLE III AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, Fort Lauderdale, Florida, 33301, and the initial registered agent of this Corporation at that address shall be Robert G. Schrader.

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Prepared by:

Robert G. Schrader, Esq., FL Bar #0689564 Ruden McClosky, Et al., P. O. Box 1900 Port Landerdale, Florida 33301

(305) 764-6660

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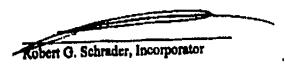
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ARTICLE V INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Robert G. Schrader 200 East Broward Boulevard Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and scal this 6th day of May, 1996.



THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.





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Prepared by:

Robert G. Schrader, Esq., FL Bar #0689564 Ruden McClosky, Et al., P. O. Box 1900 Fort Lauderdale, Florida 33301 (305) 764-6660