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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX: (212) 431-1441

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AMERICAN CLOTHING EMPORIUM, INC.

FAX AUDIT NUMBER: H96000009572

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ARTICLES OF INCORPORATION

OF

AMERICAN CLOTHING EMPORIUM, INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

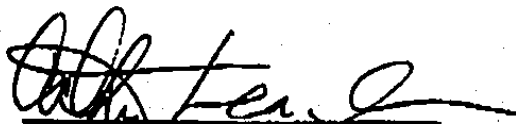
1. The name of the corporation is AMERICAN CLOTHING EMPORIUM, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 646 FORT SMITH BOULEVARD, DELTONA, FL 32738-8715 and the name of its initial registered agent at such address is D. M. ADAMS.
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

D.M. ADAMS, 646 FORT SMITH BOULEVARD, DELTONA, FL 32738-8715

7. The name and address of the sole incorporator is: CATHY LEACH, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 07/09/96


CATHY LEACH
Sole Incorporator

BlumbergExcelsior
62 White Street
New York, NY 10013
212-431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

i, the undersigned, do hereby accept appointment as Registered Agent of
AMERICAN CLOTHING EMPORIUM, INC., the within named corporation.

Dated:

7/9/94


D. M. ADAMS

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BlumbergExcelsior
62 White Street
New York, NY 10013

212-431-5000

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