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LAW OFFICE
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July 17, 1996

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

Re: Filing of Articles of Incorporation
A S OUTLET STORES, INC.

1.00001899321
-07/19/96--01030--015
****122.50 ****122.50

Gentlemen:

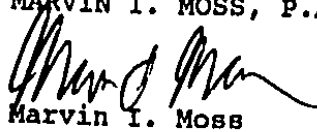
Enclosed is the original and one (1) duplicate copy of the Articles of Incorporation for the above corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check is also enclosed for \$122.50 to cover the filing fees, fee for the certified copy of the Certificate of Incorporation and the registered agent designation.

Please forward the certified copy of the Articles back as soon as possible.

Very truly yours,

MARVIN I. MOSS, P.A.



Marvin I. Moss

MIM:sbb

Enclosure:

FILED
96 JUL 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 23 1996

ARTICLES OF INCORPORATION
OF
A S OUTLET STORES, INC.

FILED
96 JUL 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is A S OUTLET STORES, INC.

ARTICLE II

The general nature of the business of business to be transacted is as follows:

SECTION 1: To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, lease as lessor, and otherwise dispose of retail stores or outlet stores; to buy, sell, trade, deal in and with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this Corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or business in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 7000 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 1480 N.E. 131st Street, North Miami, Florida 33161 which is the principal office of the corporation; and the name of the initial registered agent of this Corporation is RICHARD WALFISH at that address.

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This Corporation shall exist perpetually.

ARTICLE IX

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until his successors are elected and have qualified is:

RICHARD WALFISH
1480 N.E. 131st Street
North Miami, Florida 33161

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

RICHARD WALFISH
1480 N.E. 131st Street
North Miami, Florida 33161

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention

that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 16 day of July, 1996.

Richard Walfish
RICHARD WALFISH

STATE OF FLORIDA

COUNTY OF

} SS:

BEFORE ME, the undersigned authority, this day personally appeared RICHARD WALFISH, known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 16 day of July, 1996.

Boone
Notary Public, State of Florida
My Commission Expires:

Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such.

Richard Walfish
RICHARD WALFISH

FILED
96 JUL 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA