

P97000051548

CT CORPORATION SYSTEM

1635 Market Street
Philadelphia, PA 19103
Tel: 215 563 4414
Fax: 215 563 7777

June 9, 1997

To: State of Florida

Re: Fashion Bug # 3113, Inc. (FL)
Order # 893673

000002207600--4
-06/10/97--01063--009
*****70.00 *****70.00

Dear Sir/Madam:

Pursuant to instructions of counsel, we enclose for filing the documents identified below:

- | | | |
|---|--------------------------------------|--|
| <input checked="" type="checkbox"/> Incorporation | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> Withdrawal | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Change Agent/Office | <input type="checkbox"/> Amendment | <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Domestic | <input type="checkbox"/> Domestic | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Other- Ass. Name | | <input type="checkbox"/> Foreign |

PLEASE FILE UPON RECEIPT IN YOUR OFFICE.

Upon completion, please forward the evidence to the undersigned via regular mail.
If there are any problems, please telephone this office at **1-800-622-1428**.

Very truly yours,

Wynelle "Ricki" Frederick
Customer Specialist

Checks: \$ 70.00

VIA: Federal Express

*SPECIAL INSTRUCTIONS: n/a

FILED
97 JUN 10 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc 6/11/97

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FASHION BUG #3113, INC

FILED
97 JUN 10 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: FASHION BUG #3113, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: HIGHLAND LAKES CENTER, 7421 W. COLONIAL DRIVE, ORLANDO, FLORIDA 32818.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TWO THOUSAND.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS FIVE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Dorrit J. Bern	450 Winks Lane, Bensalem, PA 19020
Kathleen H. Lieberman	450 Winks Lane, Bensalem, PA 19020
Bernard Brodsky	450 Winks Lane, Bensalem, PA 19020
Eric M. Specter	450 Winks Lane, Bensalem, PA 19020
Jonathon Graub	450 Winks Lane, Bensalem, PA 19020


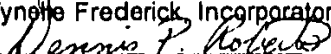
SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Wynelle Frederick	1635 Market Street, Philadelphia, PA 19103
Dennis P. Roberts	1635 Market Street, Philadelphia, PA 19103

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION

THIS 9th DAY OF June 19 97

SIGNATURE/TITLE


Wynelle Frederick, Incorporator

Dennis P. Roberts, Incorporator

FILED

97 JUN 10 AM 11: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED

June 9, 1997

C T CORPORATION SYSTEM

BY Ann J. Williams

ANN J. WILLIAMS
Assistant Vice President

(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)