

8/04/97

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY	ACCT#: 072450003255
CONTACT: RAY STORMONT	FAX #: (305) 541-3770
PHONE: (305) 541-3694	

NAME: VICTORIA'S FASHION OUTLET, INC.
 AUDIT NUMBER.....H97000012708
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

FILED

OF

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VICTORIA'S FASHION OUTLET, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VICTORIA'S FASHION OUTLET, INC. The principal office and mailing address of this corporation is: 2339 FLAGLER STREET, MIAMI, FLORIDA 33135.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is organized is authorized to issue 500 shares of \$ 1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2339 FLAGLER STREET, MIAMI, FLORIDA 33135, and the name of the initial registered agent of this corporation at that address is TERESITA PEREZ.

Prepared by:
LAW OFFICES OF CAROLYN KARETTIS, P.A.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134
(305) 567-1113
FLA. BAR NO. 0660876

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be increased from time to time by the By-Laws.

The name and address of the Director of this corporation is:

<u>Name</u>	<u>Address</u>
TERESITA PEREZ	2339 FLAGLER STREET MIAMI, FLORIDA 33135

ARTICLE VIII - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
TERESITA PEREZ	2339 FLAGLER STREET MIAMI, FLORIDA 33135

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of July, 1997.

Teresita Perez

TERESITA PEREZ

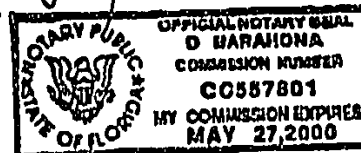
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of July, 1997, by TERESITA PEREZ, who is personally known by me, or who has produced identification, and he did take an oath. as

My Commission expires:

Notary Public, State of Florida

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

VICTORIA'S FASHION OUTLET, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

VICTORIA'S FASHION OUTLET, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named TERESITA PEREZ, located at 2339 FLAGLER STREET, MIAMI, FLORIDA 33135, its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. Further, I am familiar with and accept the obligations provided for in Florida Statute 607.0505.


TERESITA PEREZ

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