

P.97000080062



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 529452 6469B

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 131.25

ORDER DATE : September 15, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 529452-005

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst  
MAGUIRE VOORHIS & WELLS, P.A.

100002293161--1

200 South Orange Ave Ste 3000  
P.o. Box 633 (32802)  
Orlando, FL 32801

DOMESTIC FILING

NAME: F.F. FASHION VILLAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 SEP 15 AM 10:55  
TALLAHASSEE, FLORIDA

97 SEP 15 1:13  
TAL

SN SEP 15 1997

W 97-21224

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: F.F. FASHION VILLAGE, INC.  
Ref. Number: W97000021224

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for F.F. FASHION VILLAGE, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 097A00045760

RECEIVED  
97 SEP 15 AM 10:46  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
F. F. FASHION VILLAGE, INC.**

**FILED**  
97 SEP 15 AM 11:07  
SEC. STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, do hereby certify as follows:

FIRST, The name of the Corporation is "F. F. Fashion Village, Inc."

SECOND, The address of the Corporation's registered office in the State of Florida is Maguire, Voorhis & Wells, P.A., 2 South Orange Avenue, Orlando, Florida 32801. The name of its registered agent at such address is Jeffrey P. Wieland, Esquire.

THIRD, The purpose of the Corporation shall be, and shall solely be, serving as the general partner of F. F. Fashion Village Limited Partnership, a Florida limited partnership (the "Partnership") and activities incidental thereto. The Corporation shall be prohibited from incurring any indebtedness of any kind except in its capacity as general partner of the Partnership.

FOURTH, The total number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.

FIFTH, The name and mailing address of the Incorporator is as follows:

Steven M. Glazer  
Preminger & Glazer  
5335 Wisconsin Avenue, N.W., Suite 880  
Washington, D.C. 20015

SIXTH, The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation upon the conditions set forth in the Bylaws.

SEVENTH, Elections of directors of the Corporation need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

EIGHTH, Except as otherwise provided in the Florida Business Corporation Act, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director of the Corporation derived an improper financial benefit. If the Florida Business Corporation Act is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation

Act as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH, The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors of the Corporation is required to take on its own behalf, or cause the Partnership to take, any of the following actions:

- (a) causing the Corporation or the Partnership to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Partnership of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of the properties of the Corporation or the Partnership;
- (g) making any assignment for the benefit of the Corporation's or the Partnership's creditors;
- (h) amending these Articles of Incorporation or consenting to an amendment of the Partnership's limited partnership agreement; or
- (i) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

2. For so long as that certain acquisition loan in the original principal amount of \$4,200,000.00 from Holliday Fenoglio, L.P. as the original lender to the Partnership (the "Acquisition Loan") is outstanding, the Corporation shall not:

- (a) amend these Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article THIRD hereof;
- (c) withdraw as a partner of the Partnership;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets, or cause the Partnership to dissolve, liquidate, consolidate, merge or sell all or substantially all of the Partnership's assets; or
- (e) transfer all or any portion of its interest in the Partnership, except as expressly permitted in the instruments evidencing and/or securing the Acquisition Loan.

3. For so long as the Acquisition Loan is outstanding, the Corporation shall, and the Corporation shall require the Partnership to:


- (a) hold its assets in its own name and not commingle its assets with those of any other entity;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, financial records and statements separate from any other identity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) discharge its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates;

- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity nor hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans or advances to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationary, invoices and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of other entities.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Partnership's creditors in connection with all corporate actions.

TENTH. So long as the Acquisition Loan is outstanding, any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation.

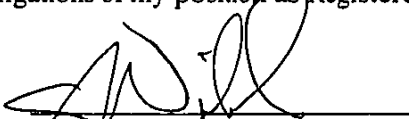
IN WITNESS WHEREOF, I have hereunto set my hand this 10<sup>th</sup> day of September 1997 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

  
\_\_\_\_\_  
Steven M. Glazer, Sole Incorporator

ELEVENTH. The principle address for the corporation is 5454 Wisconsin Avenue, Suite 1265, Chevy Chase, Maryland 20815.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Jeffrey P. Wieland  
Registered Agent

Date: 9/11/97 -

Capitol\100-082\Articles.FFFV, Inc.

FILED  
97 SEP 15 AM 11:07  
TALLAHASSEE, FLORIDA