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LAW OFFICES
BROWN, OBRINGER, SHAW, BEARDSLEY & DeCANDIO

Professional Association
12 East Bay Street
Jacksonville, Florida 32202-3427

Dale A. Beardsley
Harris Brown
Michael J. DeCandio
Arthur Hernandez
Michael J. Obringer
Susan S. Oosting
R. Thomas Roberts
Mark L. Rosenberg
Jack W. Shaw, Jr.
Peter P. Siedzik
Kevin J. Vander Kolk
Tonia Yazgi

John E. Mathews, Jr. (1920-1988)
Marion R. Shepard (1920-1981)
Herbert R. Karning (1944-1993)

(904) 354-0624
Telecopiers (904) 356-1559
(904) 354-0077

November 17, 1997

VIA FEDERAL EXPRESS

AIRBILL NUMBER 801412385136

400002350564--3

-11/18/97-01056-017

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Honorable Jim Smith
Secretary of the State of Florida
Division of Corporations / Charter Section
The Capitol
Tallahassee, Florida 32301

Re: Articles of Incorporation of Children's Factory Outlet

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the Children's Factory Outlet, Inc., along with a certificate designating Registered Agent. Please file the Articles of Incorporation and send us one certified copy of the Articles.

Also enclosed is our firm check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$ 35.00
Registered Agent	35.00
Designation	
One Certified Copy	<u>52.50</u>
	\$122.50

Your cooperation in this matter is greatly appreciated.

Sincerely,

Kevin J. Vander Kolk

Kevin J. Vander Kolk

KJV/sjf
cc: Mr. John Magdon
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ARTICLES OF INCORPORATION

of

CHILDREN'S FACTORY OUTLET, INC.

The undersigned Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Children's Factory Outlet, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To own and operate children's clothing businesses at various locations within the United States.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK AND PREEMPTIVE RIGHTS

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

7,500 shares of \$1.00 par value Common Stock

The corporation hereby elects to have preemptive rights.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and no/100 (\$500.00) Dollars.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The address of the principal office of this corporation in the State of Florida is:

680 Roberts Road, Jacksonville, Florida 32259

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Any Director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and address of the member of the first Board of Directors of this corporation are:

John Magdon
680 Roberts Road
Jacksonville, Florida 32259

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 12 East Bay Street, Jacksonville, Florida 32202-3427, and the initial Registered Agent at said office shall be KEVIN J. VANDER KOLK, ESQUIRE.

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber of these Articles of Incorporation is:

KEVIN J. VANDER KOLK, ESQUIRE
12 East Bay Street
Jacksonville, Florida 32202-3427

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a Director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the Subscribers to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any Subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are shareholders, members, Directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valued under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any Director, officer, or employee, or former Director, officer or employee of this corporation, or any person who may have served at its request as a Director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any Director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the Directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such Director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such Director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

ARTICLE XII. AMENDMENT

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 stockholders' meeting by 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 these Articles of Incorporation be made.

ARTICLE XIII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 13th day of November, 1997.

Kevin J. Vander Kolck (SEAL)
KEVIN J. VANDER KOLK, ESQUIRE

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KEVIN J. VANDER KOLK, ESQUIRE to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13th day of November, 1997.

Sandra J. Freese
Notary Public, State of Florida
My Commission Expires:



SANDRA J. FREESE
Notary Public, State of Florida
My Comm. expires July 30, 1999
Comm. No. CC 484601

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.

Pursuant to Section 48.091, Florida Statutes, the following is
submitted:

That Children's Factory Outlet, Inc., desiring to organize under
the laws of the State of Florida with its registered office, as
indicated in the Articles of Incorporation, in the City of Jacksonville,
County of Duval, State of Florida, has named KEVIN J. VANDER KOLK,
ESQUIRE, as its agent to accept service or process within the State of
Florida.

Kevin J. Vander Kolk
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named
corporation, at the place designated in this Certificate, I hereby
accept such appointment and agree to act in this capacity, and agree to
comply with the provisions of law relating to keeping said office open.

Kevin J. Vander Kolk
Registered Agent