



P98000059509

ACCOUNT NO. : 072100000032

REFERENCE : 879872 7126184

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 70.00

ORDER DATE : July 2, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 879872-005

CUSTOMER NO: 7126184

CUSTOMER: Joann Gama, Legal Assistant
LINENS 'N THINGS, INC.

151 E. Post Road
Suite 111
White Plains, NY 10601

900002580449--4

DOMESTIC FILING

NAME: PENSACOLA LINENS 'N THINGS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
PENSACOLA LINENS 'N THINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PENSACOLA LINENS 'N THINGS, INC.

The address of the principal office of this corporation shall be 6 Brighton Road, Clifton, New Jersey 07015, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

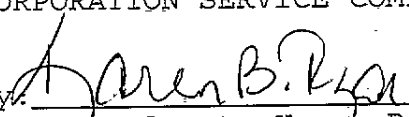
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 6, 1998.

CORPORATION SERVICE COMPANY

By:


Its Agent, Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

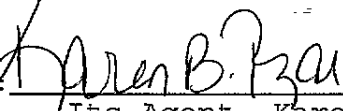
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Karen B. Rozar

CKS