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ACCOUNT NO. : 072100000032

REFERENCE : 935187 94942A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : August 20, 1998

ORDER TIME : 2:57 PM

ORDER NO. : 935187-010

CUSTOMER NO: 94942A

CUSTOMER: James B. Lyon, Esq  
JAMES B. LYON, ESQ

Suite 206  
1881 University Drive  
Coral Springs, FL 33071

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 20 AM 10:02

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DOMESTIC FILING

NAME: THE HOME FASHION OUTLET CORP.

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:

RECEIVED  
98 AUG 20 PM 4:13  
DIVISION OF CORPORATION

*g 8/21/98*

ARTICLES OF INCORPORATION  
OF  
THE HOME FASHION OUTLET CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 20 AM 10:03

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

ARTICLE I - NAME

The name of this Corporation is THE HOME FASHION OUTLET CORP.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 5800 Hollywood Boulevard, Number 644, Hollywood, Florida 33021.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5800 Hollywood Boulevard, Number 644, Hollywood, Florida 33021 and the name of the initial registered agent of this Corporation at that address is Hollis Rispler.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Hollis Rispler, 5800 Hollywood Boulevard, Number 644, Hollywood, Florida 33021

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Hollis Rispler, 5800 Hollywood Boulevard, Number 644, Hollywood, Florida 33021

ARTICLE VIII-PRE-EMPTIVE RIGHTS

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

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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 19, 1998

  
Hollis Rispler, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS  
98 AUG 20 AM 10:03

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**THE HOME FASHION OUTLET CORP.**

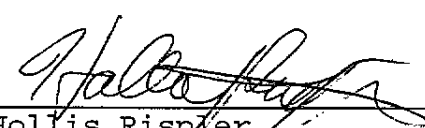
2. The name and address of the registered agent and office is:

Hollis Rispler  
5800 Hollywood Boulevard,  
Number 644  
Hollywood, Florida 33021

  
\_\_\_\_\_  
HOLLIS Rispler, Incorporator

Date: August 19, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
\_\_\_\_\_  
Hollis Rispler

DATE: August 19, 1998