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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Fashion Bug #3248, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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P. Hall

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

Fashion Bug #3248, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Fashion Bug #3248, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Cross Country Mall Shopping Center, Okeechobee Road & Military Trail, West Palm Beach, FL 33409

THIRD: The number of shares the corporation is authorized to issue is: 2,000 at \$1.00 par value.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

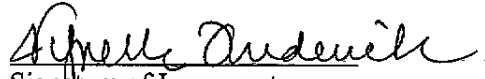
FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Kathleen H. Lieberman	315 Stoney Brook Road, Newtown, PA 18940
Dorrit J. Bern	100 Lois Lane, Barrington, IL 60010
Eric M. Specter	1426 Gentleman's Way, Dresher, PA 19025
Jon A. Goldberg	53 Wood Thrush Trail West, Medford, NJ 08055
Jonathon Graub	19 Cooper Beach Drive, Lafayette Hills, PA 19444

SIXTH: The name and address of each incorporator is:

Wynelle Frederick	1635 Market Street, Philadelphia, PA 19103
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SEVENTH: Any other provision required or permitted by law is:


Signature of Incorporator
Wynelle Frederick

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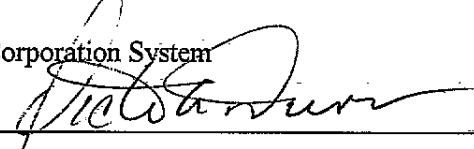
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: Dec 1, 1998

C T Corporation System is familiar with and accepts the obligations provided for in
Section 607.0505 of the Florida Statutes.

C T Corporation System

By: 
Victor A. Duva, Asst. Vice President

Date: 12-01-98