

P99000034539

CT CORPORATION SYSTEM

1635 Market Street
Philadelphia, PA 19103
Tel. 215 563 4474
Fax 215 563 7771

Date: April 12, 1999

Order # 1689361

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002837693--4
-04/13/99--01037--007
*****70.00 *****70.00

RE: Fashion Bug #3287, Inc. (FL)

Pursuant to the instructions of the Client below, please file the documents identified below by an arrow (→)

- Incorporation
- Domestic Change of Agent
- Foreign Amendment
- Foreign Change of Agent
- Domestic Merger
- Foreign Post-Merger
- Qualification
- Formation
- Withdrawal
- Dissolution
- Fict./Assumed Name
- Other:

Special Instructions: Please file upon receipt.

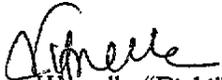
Upon completion, please forward the usual evidence to my attention via:

- Fax
- Regular Mail
- Federal Express
- Pouch/Brooks

If there are any problems, please contact me at **800-622-1428**.

Very truly yours,

Check: \$ 70.00


Wynelle "Ricki" Frederick
Customer Specialist

CLIENT: Peggy Holcombe
C.S.A.C., Inc.
3411 Silverside Road
Wilmington, DE 19810

99 APR 13 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FL 32399
FILED

VIA: Regular Mail/F-EX/Fax

APR 15 1999



ARTICLES OF INCORPORATION

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

99 APR 13 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Fashion Bug #3287, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Pembroke Commons Shopping Center
University Drive & Pines Blvd.
Pembroke Pines, FL 33024

ARTICLE III SHARES

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

2,000 common shares, \$ 1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE V INCORPORATOR

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

Wynelle Frederick 1635 Market Street, Philadelphia, PA 19103
Daneen Maurer 1635 Market Street, Philadelphia, PA 19103

Wynelle Frederick
Signature/Incorporator

4-12-99
Date

Daneen Maurer
Signature/Incorporator

4-12-99
Date

(An additional article must be added if an effective date is requested.)

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

Mary Alice Rogers
Signature/Registered Agent

MARY ALICE ROGERS
Special Assistant Secretary

4/12/99
Date