

P99000067080

CT CORPORATION SYSTEM

1635 Market Street
Philadelphia, PA 19103
Tel. 215 563 4474
Fax 215 563 7773

Date: 7-21

Order # 1813549

C T Corporation System
660 East Jefferson Street
Tallahassee, Florida 32301

700002938537--7
-07/22/99-01053-012
*****70.00 *****70.00

RE: **Fashion Bug #3332, Inc. (FL)**

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

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

***Special Instructions:**

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

- Fax/Call ● 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

CLIENT: Peggy Holcombe, Office Manager
C.S.A.C., Inc.
3411 Silverside Road
Concord Plaza, Weldin Building
Wilmington, DE 19810

VIA: Regular Mail / F-EX / Fax / Brooks

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99 JUL 22 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
FASHION BUG #3332, INC.

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 #3332, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Palm Bay Shopping Center, 4711 Babcock Street, NE, Palm Bay, FL 32905.

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 Gentlemen's Way, Dresher, PA 19025
Jon A. Goldberg	53 Wood Thrush Trail West, Medford, NJ 08055
Jonathon Graub	19 Cooper Beech Drive, Lafayette Hills, PA 19444

SIXTH: The name and address of each incorporator is:

Wynelle Frederick	1635 Market Street, Philadelphia, PA 19103
Maria T. Chambers	1635 Market Street, Philadelphia, PA 19103

SEVENTH: Any other provision required or permitted by law is:

Wynelle Frederick
Signature of Incorporator
Wynelle Frederick

Date: July 21, 1999

Maria T. Chambers
Signature of Incorporator
Maria T. Chambers

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 Ann J. Williams
ANN J. WILLIAMS
Assistant Vice President

Date: July 21, 1999

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