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ARTICLES OF INCORPORATION

OF

Fashion Bug #3356, 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 #3356, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Shoppes at Paradise Key, US Route 98 & Route 293 (Mid Baybridge Road), Destin, Florida 32541

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

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:

Dorrit J. Bern 450 Winks Lane, Bensalem, PA 19020
Jon A. Goldberg 450 Winks Lane, Bensalem, PA 19020
Kathleen H. Lieberman 450 Winks Lane, Bensalem, PA 19020
Jonathon Graub 450 Winks Lane, Bensalem, PA 19020
Eric M. Specter 450 Winks Lane, Bensalem, PA 19020

SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn

Jennifer A. Schwartz

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1635 Market St., Philadelphia, PA 19103

1635 Market St., Philadelphia, PA 19103

Dated August 10, 1999

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T Systen

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: Margaret E. Rauguan

Date August 10, 1999

MARGARET E. ROUTZAHN Special Assistant Secretary

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SECHERACY OF STATE
TALLAHASSEE FLORID.