Document Number Only 15193 C T CORPORATION SYSTEM 660 East Jefferson Street Requestor's Name Tallahassee, Florida 32301 Address (850) 222-1092 300003028113--0 -10/28/99--01061-006 City State Zip Phone ******70.00 *****70.00 CORPORATION(S) NAME Ashien Bug # 3388, Profit -Auts. () Amendment () Mergi) Limited Liability Company () Dissolution/Withdrawal () Mark) Foreign () Other () Annual Report () Limited Partnership () Change of R.A. () Reinstatement () Fict. Filing () Fict. Filing Cancel () UCC-1) Limited Liability Partnershi () Photo Copies () Certified Copy () Call if Problem () After 4:30 Call When Ready Pick Up () Will Wait Walk In () Mail Out Please Return Extra Copy(s) Name Availability Filed Stamp Document Thanks, Melanie Examiner OCT 28 Updater Verifier Acknowledgment W.P. Verifier CR2E031 (1-89)

3/0/28/99

ARTICLES OF INCORPORATION

OF

Fashion Bug #3388, 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 #3388, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: First Merritt Center, Merritt Island Causeway and Courtney Parkway, Merritt Island, FL 32952.

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

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
Fric M. Specter	450 Winks Lane, Bensalem, PA 19020

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SIXTH: The name and address of each incorporator is:

Margaret E. Routzahn Jennifer A. Schwartz 1635 Market St., Philadelphia, PA 19103 1635 Market St., Philadelphia, PA 19103

Signature of Incorporator

Jennifer A. Schwartz

Date: October 12, 1999

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 & Routalin

Date 10/26/99

MARGARET E. ROUTZAHN
Special Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEF FLORIN

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