

State of Idaho

Department of State

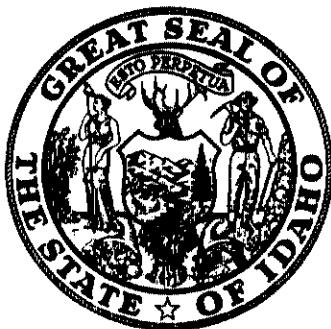
CERTIFICATE OF INCORPORATION OF

FASHION BUG #2771, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

ARTICLES OF INCORPORATION

OF

Fashion Bug #2771, Inc.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

Fashion Bug #2771, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and Retail sale of women's apparel and related accessories.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000) Common shares without par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.


EIGHTH: The number of directors constituting the initial board of directors of the corporation is Four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Philip Wachs	464 Conshohocken State Road Philadelphia, PA 19004
Bernard Brodsky	1652 Dublin Road Dresher, PA 19025
Michael Wachs	2309 Independence Place II 6th & Locust Walk Philadelphia, PA 19106
Eric Specter	801 Honey Run Road Ambler, PA 19002

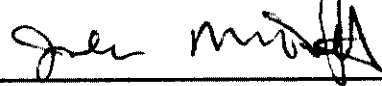
NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel J. Kennedy	1635 Market Street Philadelphia, PA 19103
John McDevitt	1635 Market Street Philadelphia, PA 19103

Dated: December 21, 1992.



Daniel J. Kennedy, Incorporator



John McDevitt, Incorporator