

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. # 68691

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Divine Line, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the sale and distribution of general merchandise, and to do all things necessary which are related thereto; and to transact any and all lawful business for which corporations may be incorporated pursuant to the Rhode Island Business Corporation Act, as the same may be amended from time to time thereafter.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares ...2000...common without par value
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

..

or

- (b) *If more than one class:* Total number of shares
- (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

N/A

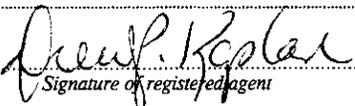
FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

A director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Sec. 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH. The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Drew P. Kaplan


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 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:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Carl I. Freedman, President, Secretary and Treasurer	One Park Row, Providence, RI 02903

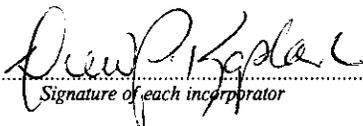
NINTH. The name and address of each incorporator is:

Name	Address
Drew P. Kaplan	One Park Row, Providence, RI 02903

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing

Dated June 17, 1922


Signature of each incorporator

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } ~~Town~~ }
in said county this 17th day of June, A.D. 1992
then personally appeared before me Draw P. Kaplan

~~and~~ known to me and known by me to be the parties executing the foregoing instrument, and they ~~separately~~ acknowledged said instrument by ~~them~~ subscribed to be ~~their~~ free act and deed.

Draw P. Kaplan
Notary Public

RECEIVED
SECRETARY OF STATE
CORRECTIONS DIV.
JUN 18 1 46 PM '92

Rec'd & Filed

JUN 18 1992

AMT#29
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