

Filing Fee \$150.00

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. # 76911

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator 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 COHOES FASHIONS OF CRANSTON, 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:

The operation of men's, women's, and children's clothing stores specializing in leather and suede jackets, pants, coats, boots, moccasins, belts, leather hides, purses, hats, furs, bags, gloves, vests, novelties, accessories, and related services.

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CORPORATIONS DIVISION
MAY 24 10 11 AM '94

FILED
MAY 24 1994
BY AR69122911

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

(a) If only one class: Total number of shares One thousand, all of which are of a par value of

(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.)

one dollar each, and all of which are of one class and are of common shares.

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.)

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:


None

SEVENTH. The address of the initial registered office of the corporation is Suite 900, 170 Westminster Street, Providence 02903 (add Zip Code)

and the name of its initial registered agent at such address is:

The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.

By:  Paul S. Allersmeyer, Vice-President

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three 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
Monroe Milstein	1830 Route 130, Burlington, NJ 08016
Henrietta Milstein	1830 Route 130, Burlington, NJ 08016
Andrew Milstein	1830 Route 130, Burlington, NJ 08016


NINTH. The name and address of each incorporator is:

Name	Address
Athena Amaxas	15 Columbus Circle New York, New York 10023-7773

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

upon the organization of the corporation

Dated May 16, 1994


Signature of each incorporator

STATE OF New York

COUNTY OF New York

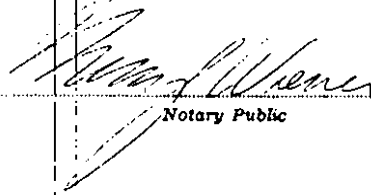
} In the City
Town }

of New York

in said county this 16th day of May, A.D. 19⁹⁴

then personally appeared before me Athena Amakas

known to me and known by me to be the party executing the foregoing
instrument, and acknowledged said instrument by her subscribed to be
her free act and deed.



Notary Public

MERYLL WIENER
Notary Public, State of New York
No. 41-4758750
Qualified in Queens County
Certificate Filed in New York County
Commission Expires July 31, 1994

CONSENT

To: The Secretary of State
State of Rhode Island

Cohoes of Cranston, Inc., a Rhode Island corporation, hereby gives consent to the use of the name "Cohoes Fashions of Cranston, Inc." as the name of the corporation to be formed pursuant to the incorporation documents submitted with this consent.

IN WITNESS WHEREOF, the undersigned has executed this consent on the 16th day of May, 1994.

Cohoes of Cranston, Inc.

By: 

Andrew R. Milstein,
Director