

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. #

82392

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 The Boston Store, Inc.

~~(A corporation organized in accordance with 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:

Retail sales of clothing and accessories and any other  
purpose for which business corporations may be organized.

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

(a) *If only one class:* Total number of shares 8,000 shares common stock - \$.01 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

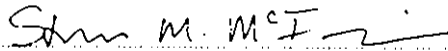
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including 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.)

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

**PRE-EMPTIVE RIGHTS.** The holders of the capital stock of the Corporation shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of such shareholders at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

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

SEVENTH. The address of the initial registered office of the corporation is  
38 Bellevue Avenue, Newport, RI 02840 (add Zip Code)  
and the name of its initial registered agent at such address is: Steven M. McInnis.

  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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                                |
|---------------------|----------------------------------------|
| Joseph Blaeser, III | 8 Old Forge Road, Barrington, RI 02806 |

NINTH. The name and address of each incorporator is:

| Name              | Address                               |
|-------------------|---------------------------------------|
| Steven M. McInnis | 38 Bellevue Avenue, Newport, RI 02840 |

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

Dated January 5, 19 95

  
Signature of each incorporator

Steven M. McInnis

STATE OF RHODE ISLAND } City  
COUNTY OF Newport } in the } of Newport  
TOWN }

in said county this 5 day of January, A.D. 19 95

then personally appeared before me Steven M. McInnis

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

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*Thomas B. Graham*

Notary Public

*My commission expires*  
10-15-96