



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

MAY 12 2005

By KMC
C Lester

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

05 MAY 12 AM 9:57
SECRETARY OF STATE
CORPORATIONS DIVISION

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:

1. The name of the corporation is Elementz of Wickford, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

3. The specific purpose or purposes for which the corporation is organized are:
To buy, sell, trade and deal in and with goods, wares and merchandise specializing
in women's apparel and accessories, and for any other lawful purpose or purposes
incidental thereto.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 600 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):
No Par Value

(b) *If more than one class:* Total number of shares or (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:
NONE.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

NONE.

7. The address of the initial registered office of the corporation is 716 Central Avenue

Pawtucket

, RI

02861

(Street Address, not P.O. Box)

and the name of its initial registered agent

at such address is Henry H. Katz

(Zip Code)

(Name of Agent)

8. 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 Section 7-1.1-51 of the General Laws, 1958, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Pres., Treasurer & Secretary	Joseph Melkoun	78 Armistice Boulevard, Pawtucket, RI 0286

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Joseph Melkoun	78 Armistice Boulevard, Pawtucket, RI 02860

10. Date when corporate existence is to begin Upon filing of these Articles of Incorporation
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: May 11, 2005

Joseph Melkoun
JOSEPH MELKOUN

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Pawtucket, on this 11th day of May, 2005, personally appeared before me Joseph Melkoun, 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.

Mona Mardini
Notary Public MONA MARDINI
My Commission Expires: 8/1/05