

Filing and License Fee: \$230.00 minimum

ID Number:

153516



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Bess Home Fashions, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended) (Strike if inapplicable.)

- 2 The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 2000 Shares of Common Stock with No Par Value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

NONE

- 3 The address of the initial registered office of the corporation is POORE & ROSENBAUM LLP

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent

at such address is Steven I. Rosenbaum, Esq.

(Name of Agent)

- 4 The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

JAN 27 2006

By [Signature] 88293

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

NONE

7. The name and address of each incorporator is:

Name

Address

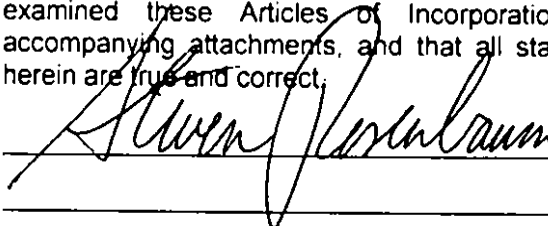
Steven I. Rosenbaum, Esq.

30 Exchange Terrace, Providence, RI 02903

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing **Effective upon filing.**

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date _____



Signature of each Incorporator