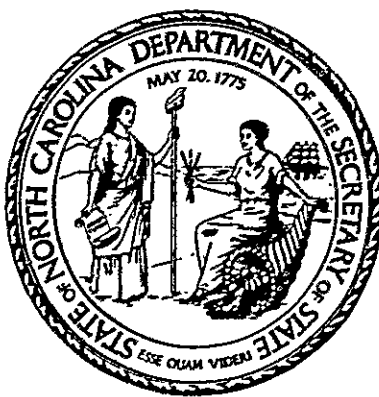


State of North Carolina



64

Yokley, Inc.

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (4 sheets) to be a true copy of*

ARTICLES OF INCORPORATION

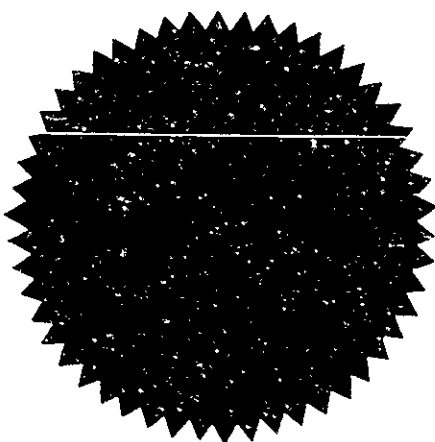
OF

N & N SALES, INC.

*and the probates thereon, the original of which was
filed in this office on the 20th day of May 19 85,
after having been found to conform to law.*

*In Witness Whereof, I have hereunto set my hand
and affixed my official seal.*

*Done in Office, at Raleigh, this 20th day
of May in the year of our Lord 19 85.*



[Signature]
Secretary of State
[Signature]
By Deputy Secretary of State

BOOK 1487 P 1016

ARTICLES OF INCORPORATION

OF

N & N SALES, INC.

DOCUMENT #358310
DATE 05/20/85 TIME 09:36

FILED
THAD EURE

SECRETARY OF STATE
NORTH CAROLINA

I, the undersigned, being of the age of eighteen (18) years or more, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "BUSINESS CORPORATION ACT," and to that end, do hereby set forth:

I.

The name of the corporation is N & N SALES, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

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

(a) To engage in, operate, conduct and maintain the business of buying, selling, importing, exporting or otherwise dealing in, in wholesale or retail quantities, clothing of all kinds for men, women and children, haberdashery, drygoods, fancy goods, cloths, stuffs, notices, maternity garments, clothing accessories, trimmings, millinery goods and the like.

(b) To acquire by purchase, lease or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or acquired and to encumber or sell and dispose of any lands or interest in lands and any buildings or other structures and any stores, shops, suites, rooms or part of any buildings or other structures at any time owned or held by the corporation.

(c) To deal in and to buy and sell any personal property deemed beneficial to the corporation and to encumber or dispose of any personal property at any time owned or held by the corporation.

BOOK 1487 P 1017

(d) To buy, sell, mortgage, exchange, lease, let, hold or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(e) To borrow money from any person, firm or corporation; to make and issue notes, bonds, debentures and other evidences of indebtedness of any kinds, and to secure the same by pledge, mortgage or otherwise, without limit as to amount and to provide for payment of the same by deposited cash, sinking funds or otherwise and to acquire the stock of other corporations and to hold stock in other corporations.

(f) To purchase the business, good will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, provided said business is authorized by all the powers herein contained and to pay for the same in cash, stock, bonds, debentures and other securities of this corporation or otherwise.

(g) To do all and everything necessary, suitable, expedient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein or incident to the powers herein mentioned or which shall, at any time, appear conducive or expedient for the protection or benefit of the corporation, whether as holders of or interested in any property, or otherwise with all the powers now or hereafter conferred by the laws of the State of North Carolina upon corporations of like character.

IV.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares at the par value of One Dollar (\$1.00) each, all of which shall be common stock shares and without preemptive rights.

V.

The minimum amount of consideration to be received for its shares and for which the corporation shall commence business is One Dollar (\$1.00).

VI.

The address of the initial registered office of the corporation is, 1250 National Drive, Winston-Salem, Forsyth County, North Carolina, 27103, and the initial registered agent at such address is Nelson B. Kriby, Jr.

1487 P 1018

VII.

The number of Directors of the Corporation may be fixed by the By-laws, but shall not be less than three (3) except as permitted by General Statute 55-25. The number of Directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as Director until the first Meeting of Shareholders, or until successor is elected and qualified:

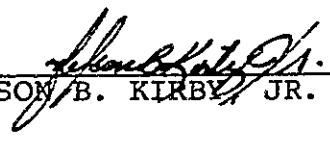
<u>NAME</u>	<u>ADDRESS</u>
Nelson B. Kirby, Jr.	1250 National Drive Winston-Salem, NC 27103

VIII.

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Nelson B. Kirby, Jr.	1250 National Drive Winston-Salem, NC 27103

IN TESTIMONY WHEREOF, I have hereunto set my hand, this
the 14th day of May, 1985.


NELSON B. KIRBY, JR.

BOOK 1487 P 1019

NORTH CAROLINA)
)
FORSYTH COUNTY)

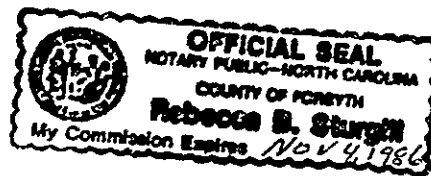
This is to certify that on the 14th day of May, 1985, before REBECCA B. STURGILL, a Notary Public of Forsyth County, North Carolina, personally appeared, NELSON B. KIRBY, JR., who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation and I, having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and the purposes herein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, this the 14 day of May, 1985.

Rebecca B. Sturgill
Notary Public

My Commission Expires:

November 4, 1986



PRESENTED FOR
REGISTRATION
AND RECORDED
MAY 23 1 54 PM '85
L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C. BOOK 1487 P 1020