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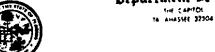
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Amendment Filed 6-17-70

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SEARS, ROEBUCK AND CO, AMENDMENT FILED IN OFFICE OF SECRETARY OF STATE STATE OF FLORIDA. by ... pp. .. m. . . . 6+17+70 . . . . TOM ADAMS SECRETARY OF STATE corp-1  STATE OF FLORIDA

# Bepartment of State



June 17, 1970

Arnatein, Gluck, Weitzenfeld & Minow 120 South La Balle Street Chicago, Illinois 60603

### Gentlemens

Subject: SEARS, ROBBUCK AND COMPANY

This will acknowledge receipt of the following locuments for the above captioned corporation:
1. Check in the amount of \$10.00
2. Articles of Incorporation
3. Amendment to Articles of Incorporation
4. Articles of Marger or Consolidation

Certificate of Withdrawal received and filed

6. Limited Partnership

Enclosed please find:

1.	Invoice	No.	1	In Civ	G GHOWIT S.	<b>-</b> 1	
			1				
				Ita ha	completed	and	ret

urned Resident Agent Form (to b for filing).

Certified copy(s)

Certificate Under Seal

Photocopy (\*)

will be forwarded later A refund of \$

Enclosures or details of filing: permit

Filed: June 17, 1970

Sincerely,

TON ADAMS . Secretary of State

> Roy L. Allen, Chief Bureau of Corporation Records

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WALLES AND A CONTRACT OF THE PARTY OF THE PA **140**14 CI'H III 10 02 HT. 710 June 5, 1970 119 Secretary of State Corporate Division k.1\*\* Talahassee, Florida 32300 JUN 128 1 - 32780 \*\*\*\*10.00 Ret for a property and Co. Dear Sirt South, Realises, of Co., a New York corporation, is qualified to do business, as a foreign compact on mymas in the Art cilliests of amendment of the Source coefficient of heorparation will find by the smeathers of the court of the Very of the Verk on 1' y 22, 177 whereby the certificate of incorporation of account thy addle, Article FOURTH climinating presentitive sale condition rights.

Enclosed is a copy of said complicate of aviendment certified by the

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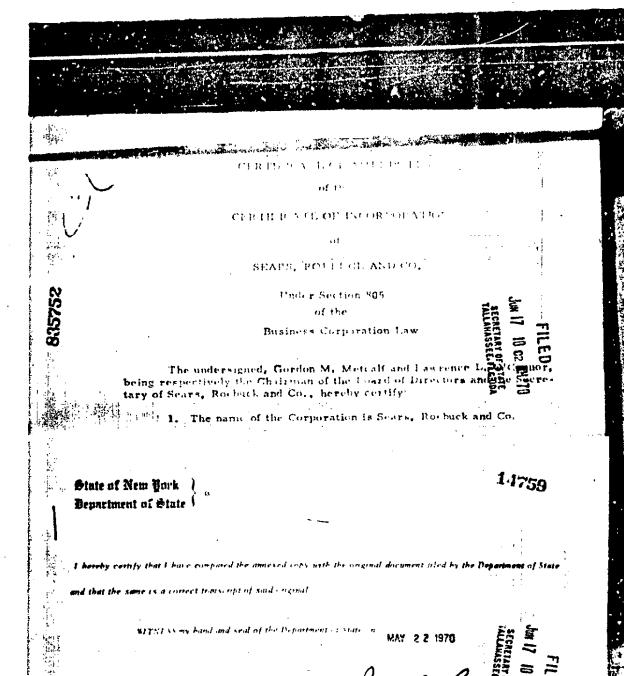
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of the

# CERTIFICATE OF INCORPORATION

# SEARS, ROEBUCK AND CO.

Under Section 805 of the

Business Corporation Law

The undersigned, Gordon M. Metcalf and I awrence L being respectively the Chairman of the Board of Directors and tary of Sears, Roebuck and Co., hereby certify:

- 1. The name of the Corporation is Sears, Roebuck and Co.
- 2. The certificate of incorporation of the Corporation was filed by the department of state on June 16, 1906.
- 3. The certificate of incorporation of the Corporation is hereby amended by adding Article FOURTH to eliminate all preemptive rights of any holder of shares of any class to acquire shares or other securities, now or hereafter authorised. To effect this amendment, said Article FOURTH is hereby added to the certificate of in proporation to read as follows:

FOURTH: No holder of shares of the corporation of any class, now or hereafter authorized, shall as such holder have any preemptive right to subscribe to, purchase, or receive any shares of the corporation of any class, now or hereafter authorized, or any rights or options for any such shares or any rights or options to subscribe to or purchase any such shares or other securities convertible into or exchangeable for or carrying rights or options to purchase shares of any class or other securities, which may at any time be issued, sold, or offered for sale by the corporation or subjected to rights or options to purchase granted by the corporation.

4. The foregoing amendment of the certificate of incorporatie authorized by vote of the holders of a majority of all outstanding mmon shares, the only class of shares entitled to annual meeting of shareholders duly called a May 18, 1970.

IN WIT WAS WHEREOF, the underspeed hereunto signed this certificate this 19th day of May, 1970. Gordon M. Metcall, Chairman Board of Director wrence I. O'Connor, Secretary VERIFICATION OF CERTIFICATE OF AMENDMENT State of Illinois ) County of Cook Lawrence L. O'Connor, being duly sworn, deposes and says that he is the Secretary of Sears, Roebuck and Co., the corporation named in the foregoing certificate of amendment; that he has read and signed the foregoing certificate and knows the contents thereof; and that the statements contained therein are true. Sworn to before me this 19th day of May, 1970.