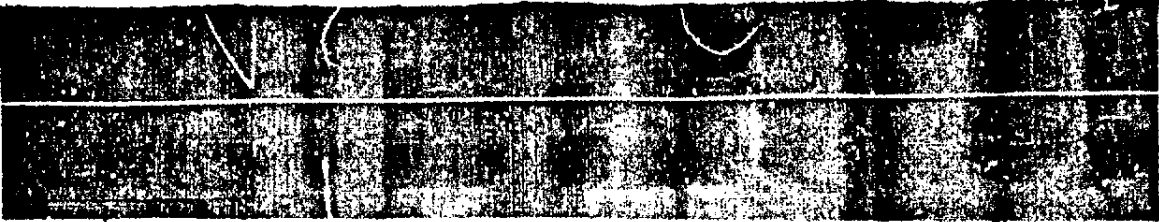


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Amendment
Filed 7-1-57

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8 pgs.



F-4516

a. n. y. Corporation

AMENDMENT

FILED: JULY 1, 1957

BOOK: 34

PAGE: 353



July 1st 1957

Messrs. Lederer, Livingston, Kahn & Adsit
120 South La Salle Street
Chicago 3, ILLINOIS

Attention Mr. Maurice B. Wolf

Dear Sir:

I have your letter of June 27th
enclosing certified copy of Certificate of
Amendment of Certificate of Incorporation of
SEARS, ROEBUCK AND CO., a New York corpo-
ration, with check for \$10.00 to cover the
filing fee.

The Amendment has been duly filed
as of this date, and Certificate to that effect
is enclosed herewith, together with receipt showing
payment of the filing fee.

Yours very truly,

Secretary of State

LA
KRLS.

P-4516-mm

B-34

G-353

HARRY W. KAHN
 HAROLD C. ADSIT
 LEO H. ARNSTEIN
 PHILIP C. LEDERER
 DANIEL J. GLUCK
 JOSEPH W. MINOW
 BURTOS V. WEITZENFELD
 FRANK W. BARRIS
 MAURICE B. WOLF
 HENRY S. BRAUN
 ALBERT DIESEL
 WALTER J. ROCCER
 ROBERT E. HOWE
 HANSON P. HALLON
 PETER EDGE
 FRANKLIN S. SHYDER, JR.
 LEON S. LEHR, JR.
 JOHN F. O'CLURE
 RALPH JENAS
 STUART B. BRUCEBERGER
 EDWARD J. KANE
 FRED S. RAUFGANG, JR.
 ERNEST S. GOODMAN
 CHARLES LEDERER
 1200-1202
 1200-1202

LAW OFFICES

LEDERER, LIVINGSTON, KAHN & ADSIT
 120 SOUTH LA SALLE STREET
 CHICAGO 3

CABLE ADDRESS
 "LALA CHICAGO"

CENTRAL 6-3068

June 27, 1957

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED

Secretary of State
 Attention: Corporate Department
 Tallahassee, Florida

Re: Sears, Roebuck and Co.

Dear Sir:

We are counsel for Sears, Roebuck and Co., a New York corporation qualified to do business as a foreign corporation in your state.

A Certificate of Amendment of the Certificate of Incorporation of said corporation was filed with the Secretary of State of the State of New York on June 17, 1957, which changed the first sentence of Article Seven of the Certificate of Incorporation dealing with the number of directors.

We are enclosing herewith copy of said Certificate of Amendment, duly certified by the Secretary of State of the State of New York, together with our check in the sum of \$10.00 to cover your estimated filing fee.

We will appreciate your furnishing us with your customary acknowledgment as to compliance with respect to the filing of said Certificate of Amendment and the payment of the fee.

Your usual courteous attention to this matter will be appreciated.

Yours very truly,

Maurice B. Wolf
 Maurice B. Wolf

For LEDERER, LIVINGSTON, KAHN & ADSIT

C. TAX
FILING	10.00
R. GENL FEE
C. COPY
TOTAL	10.00
N. BANK	10.00
PALAN-F DUE

MBW:FWP
 encl.

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF BEARS, ROEBUCK AND CO.
PURSUANT TO SECTION 35 OF THE STOCK COR-
PORATION LAW

We, the undersigned FOWLER B. MCCONNELL and
ARTHUR M. WOOD, being respectively the President and Secre-
tary of BEARS, ROEBUCK AND CO., hereby certify:

1. The name of the corporation is BEARS, ROEBUCK
AND CO.

2. The Certificate of Incorporation of said corporation
was filed in the Office of the Secretary of State on June 18, 1906.

3. The Certificate of Incorporation is hereby amended,
as authorized in Subdivision 1 of Section 35 of the Stock Corporation
Law, by changing the first sentence of Article Seven thereof, deal-
ing with the number of directors, as amended, amended and read
as follows:

"The number of directors of said corporation shall
be not less than fourteen nor more than twenty-four
and said same number of directors shall be
changed as provided by law, who shall hold office
for one year and until their respective successors
are elected and qualified."

IN WITNESS WHEREOF, we have made and subscribed this
Certificate this 11th day of June, 1937.

Fowler B. McConnell, President

Arthur M. Wood, Secretary

67251



STATE OF ILLINOIS
 COUNTY OF COOK

On this 17th day of June, 1957, before me personally said FOWLER B. MCCONNELL and ARTHUR M. GOOD, Justice of the Peace, and known to me to be the persons described in and who executed the foregoing Certificate, and they severally acknowledged to me that they executed the same.

BY FOWLER B. MCCONNELL, Justice of the Peace
 ARTHUR M. GOOD, Justice of the Peace

State of New York
 DEPARTMENT OF STATE

I CERTIFY That I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation of SEARS, ROEBUCK & CO., filed in this department on the 17th day of June, 1957, and that such copy is a correct transcript therefrom and of the whole of such original.

RECEIVED
 JUN 1 2 56 PM '57
 SECRETARY OF STATE
 ALBANY, NEW YORK

Witness my hand and the official seal of the Department of State at the City of Albany, this twenty-fourth day of June, one thousand nine hundred fifty-seven.

Carmin B. Dalgo
 Secretary of State

By *Samuel London*
 Deputy Secretary of State



STATE OF ILLINOIS
COUNTY OF COOK

On this 11th day of February, 1931, I have had personally called FOWLER B. MCCONNELL, and ARTHUR M. WOOD to me know and known to me to be the persons described in and who executed the foregoing Certificate, and they severally acknowledged to me that they executed the same.



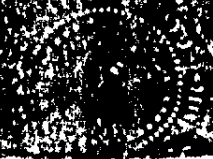
STATE OF ILLINOIS
COUNTY OF COOK

FOWLER B. MCCONNELL, and ARTHUR M. WOOD, being severally duly sworn, depose and say, and each for himself, deposes and says, that he, the said FOWLER B. MCCONNELL, is President, and he, the said ARTHUR M. WOOD, is Secretary of SEARS, ROEBUCK AND COMPANY and that they have been duly authorized to execute and file the foregoing Certificate by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares entitled to vote at the stockholders' meeting at which such Certificate was adopted with relation to the

STATE OF ILLINOIS
COUNTY OF COOK

I, EDWARD J. BENNETT, County Clerk of the County of Cook, do hereby certify that I am the lawful successor of the official seal of Edward J. Bennett, County Clerk of said County, and in each office has been authorized to have

Edward J. Bennett
Notary Public

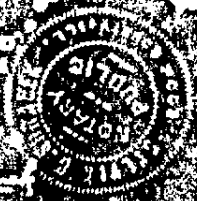


Notary Public

STATE OF ILLINOIS

COUNTY OF COOK

On this 15th day of May, 1951, before me personally came FOWLER B. McCONNELL and ARTHUR M. WOOD, to me known and known to me to be the persons described in and who executed the foregoing Certificate, and they severally acknowledged to me that they executed the same.



STATE OF ILLINOIS

COUNTY OF COOK

FOWLER B. McCONNELL and ARTHUR M. WOOD, being severally duly sworn, depose and say, and each for himself deposes and says that he, the said FOWLER B. McCONNELL, is President, and he, the said ARTHUR M. WOOD, is Secretary of SEARS, ROEBUCK AND COMPANY and that they have been duly authorized to execute and file the foregoing Certificate by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares entitled to vote at the stockholders meeting at which such votes were cast with relation to the proceedings provided for in the foregoing Certificate; that neither the Certificate of Incorporation nor any other Certificate filed pursuant to law requires a larger proportion of votes; and that said votes were cast at a meeting of the stockholders held in the City and State of New York on the 15th day of May, 1951, when a vote pursuant to Section 48 of the Stock Corporation Law

Fowler B. McConnell
Fowler B. McConnell

Arthur M. Wood
Arthur M. Wood