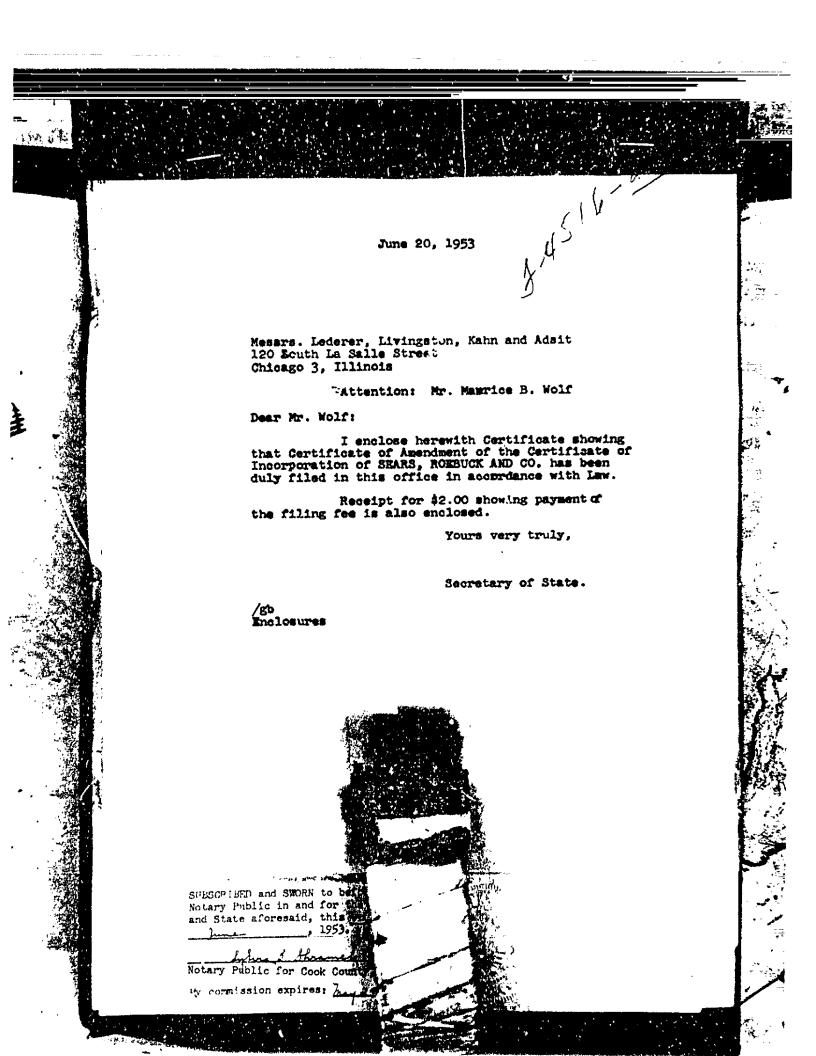
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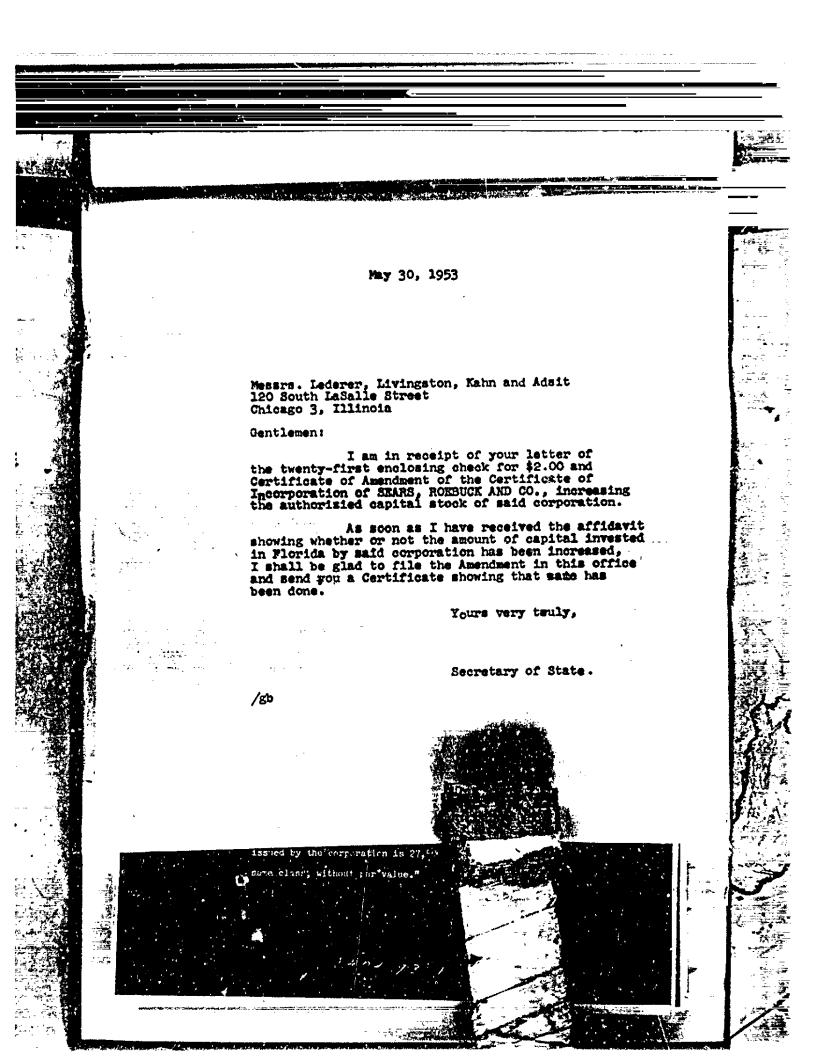
Amendment Filed 6-20-53 (originals are illegible)

12692.

Flied in Office Secretary
of State, of the State of
Florids, this Communication day of R. A. GRAY



Harry W Mark Marold C. Adsit Philip C Ledert R LEO M. Armstein Daniel J. Bluck Joseph M. Minow Burton T Weitzenfeld CHICAGO 3 CENTRAL 6-3985 May 21, 1953 FRANK H MARKS MAURICE B WOLF MATHAN M KRAUS ALBERT SIEGEL PRANKLIN A COLE PRANKLIN A COLE VINCENT J. BOLGER ROBERT B. BIMON SIGNING LIVINGSTON Secretary of State State of Florida Tallahassee, Florida Attention: Corporation Department 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 April 28, 1953, as a result of which the total number of authorized shares was increased from 25,000,000, all of the same class, without par value, to 27,500,000, all of the same class, without par value. It is not anticipated that any of the newly authorized shares will be issued in the immediate future. We enclose herewith a 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 amount of \$2.00 to cover your estimated filing fee. We will shortly file in your office a sworn certificate as to the amount of capital employed and/or to be employed in your state during the current fiscal year of the corporation. We will appreciate your furnishing us with the customary acknowledgement as to compliance with respect to the filing of said Certificate of Amendment. Your usual and courteous attention to this matter will be appreciated. C. TAX ..... FILING ... 2.0 Very truly yours, R. GINT FEE. C COPY ... DIM O N 4811 J Maurice B. Wolf For LEDERER, LIVINGSTON, KAHN & ADSIT PLAN : DUE -41+1141 MITHIMAN Encl.



FRANK H MARKS
MAURICE S WOLF
NATHAM N. RWAUS
ALBERT SIEGEL
MERBERT E RUBEN
FRANKLIN A GOLE
VINCENT J SOLGER
ROJERT B SIMON NOTEDHIND LIVINGSTON June 18, 1953. Monorable R. A. Grav, Secretary of State, State of Florada, Tallahasses, Florida. Attention: Commonation Department. For Scars, Roebick and Do. Dear Sir: This will acknowledge with thanks the recurpt of your letter of Yay 30, 1953, nerrowledging receipt of our letter of Yay 21, 1953, and our check for \$2.00 for filing the Cartificate of Amendment of the Certificate of Incorporation of Sears, Roebuck and Do., increasing the authorized capital stock of said corporation to 27,500,000 shares. You also stated that upon receipt of the affidavit as to the amount of capital invested in Florida by the company you will file the Amendment in your office and send me a certificate of filing. Accordingly, I am emplosing horewith for filing in your office a duly executed and acknowledged Certificate of Amount of Capital Employed in your state by Sears, Roebuck and Co. If there is any fee in connection with the filing of said Certificate, kindly advise. If you find the enclosed to be in order, will you kindly send to us, attention of this writer, your certificate showing the filing of the Certificate of Amount and the Certificate of Amount of Capital Employed. CIN 200 FERF R. W. RI FFE Martrice B. Wolf or LEDERER, LIVINGSTON, KAIN & ADSIT 1. COM M/C MEN :S - AL ME OUF SUBSCRIBED and UNORN to bed Notary Public in and for the and State aforesaid, this Notary Pablic for Cook Coun My commission expires: 3

CERTIFICATE OF AMOUNT OF CAPITAL EMPLOYED AND/OR
TO BE EMPLOYED IN THE STATE

STATE OF ILL.THOIS)

SS.
COUNTY OF C O O K)

FOWLER B. McCONNELL and ANTHER H. WOOD, being first duly sworn on oath, state that they are respectively the President and Secretary of SEAPS, ROEPHUK AND CO., a corporation or malized and existing under the laws of the State of New York which was heretofore granted permission to transact business in the State of Florida; that the maximum amount of capital of said Company employed and/or to be employed in the State of Florida at any time during the current fiscal year of said corporation will not exceed

one million five hundred thousand dollars

and that if the remainder, or a greater amount of its capital is employed in
the State of Florida at any time, a report thereof shall be made to the
Secretary of State of Florida not later than thirty (30) days after the close
of its fiscal year in which said increase occurs, and the proper fees thereon
shall be paid to the Secretary of State; and that this certificate is executed,
acknowledged and filed in connection with the filing with the Secretary of
State of Florida of a Certificate of Amendment of Certificate of Incorporation,
of SEARS, ROEBHCK AND CO., dated April 27, 1953, whereby the then authorized
twenty-five million (25,000,000) shares of said Company, all of the same class,
without par value, was increased to twenty-seven million, five hundred thousand
(27,500,000) shares, all of the same class, without par value.

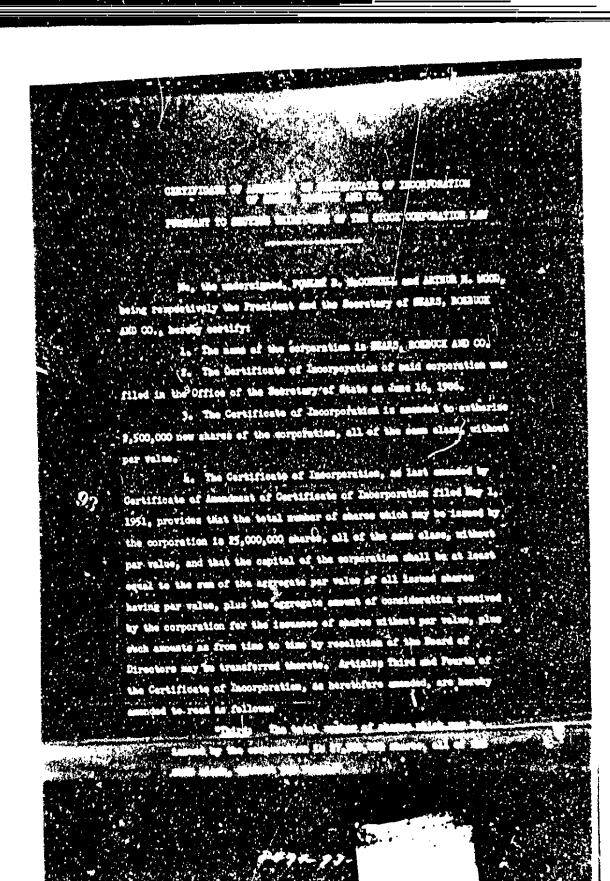
Fowler B. McConnell

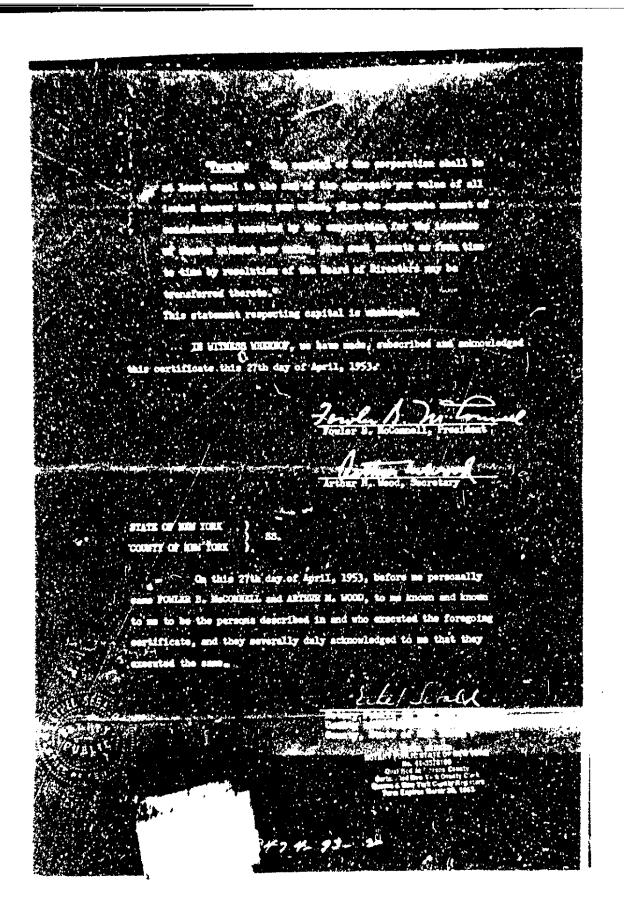
(Affix Corporate Smal)

Arthur M. Wood

SUBSCRIBED and SWORN to before me, a Notary Public in and for the County and State aforemaid, this set day of lumber a 1953.

Notary Public for Gook County, Illinois
My commission expires: 7





STATE OF NEW YORK

and severally seors, each for himself, deposes and says that he the said FUNILE B. McCONNELL, is President, and that he, the said ARTHUR M. WOOD, is Secretary of SHARS, ROEBUCK AND CO., that they have been 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 catstanding 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 receive the second state of the Stock Corporation Law; and that such meeting was held on the Stock Corporation Law; and that such meeting was held on the 27th day of April, 1953.

Joule B. Holosmall, President

Arthur Mond Street

Subscribed and sworn to before me

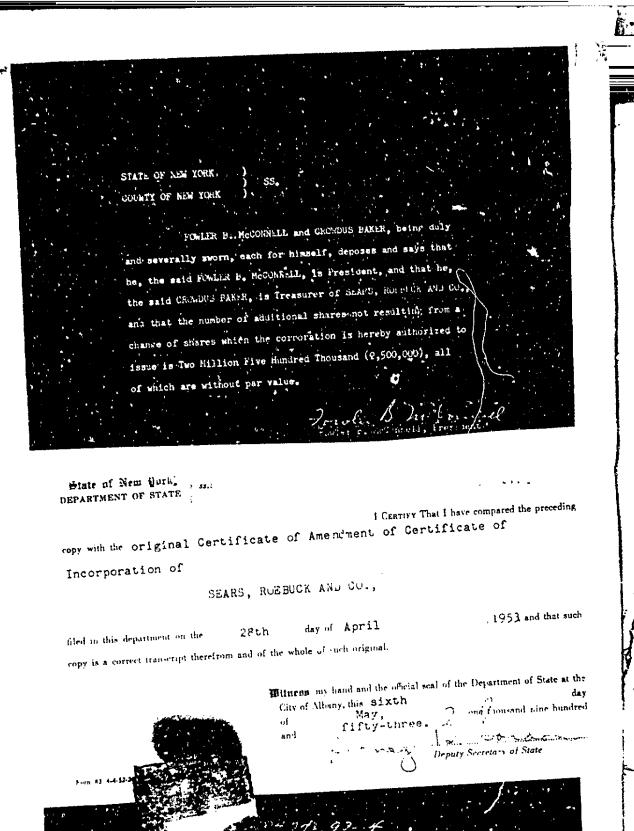
this 27th day of April, 1953.

Motory Public in and for New York County and residing in New York County State of New York

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Queens of New York Carl

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