



F02000002317

ACCOUNT NO. : 072100000032

REFERENCE : 650443 4305845

AUTHORIZATION

Patricia Piguet

COST LIMIT : \$ 35.00

2002 JUL -9 PM 2:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 2, 2002

ORDER TIME : 11:56 AM

ORDER NO. : 650443-010

800006277218--9

CUSTOMER NO: 4305845

CUSTOMER: Mr. Wilbert Davis
Willkie Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

FOREIGN FILINGS

NAME: NEW FRANK'S DELAWARE, INC.

*File
2nd*

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER:

RECEIVED
02 JUL -9 PM 1:04
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

N.C.
C. Coulliette JUL 09 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000002317

Document Number of Corporation (If known)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. New Frank's Delaware, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. May 9, 2002
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 17, 2002

5. Frank's Nursery & Crafts, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Michael D. McBride
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Michael D. McBride

(Typed or printed name)

6/26/02
(Date)

Vice President, Legal

(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NEW FRANK'S DELAWARE, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "FRANK'S NURSERY & CRAFTS, INC.", THE SEVENTEENTH DAY OF MAY, A.D. 2002, AT 12:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3516509 8320

AUTHENTICATION: 1869841

020434817

DATE: 07-05-02