

F10000000268

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RETAIL 3, INC.

Certificate of Status	0
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Page Count	03
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RECEIVED
2010 APR 14 AM 8:00
SECRETARY OF STATE
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APPROVED
AND
FILED
10 APR 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/14/2010
Handwritten signature and date

**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)**

F1000000268
 Document Number of Corporation (if known)

1. RETAIL 3, INC.
 (Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 01/19/2010 (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? April 14, 2010

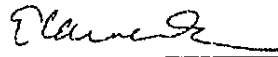
5. Retail Three Inc.
 (Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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)


 (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)
Elaine Stein
 (Typed or printed name)

April 14, 2010
 (Date)
Secretary
 (Title)

APPROVED
 AND
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 10 APR 14 AM 9:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RETAIL 3, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RETAIL THREE INC.", THE FOURTEENTH DAY OF APRIL, A.D. 2010, AT 1:14 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.

4754582 8320

100383604



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7931163

DATE: 04-14-10