

L01770



ACCOUNT NO. : 072100000032

REFERENCE : 080740 4300985

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 080740-005

CUSTOMER NO: 4300985

CUSTOMER: Lucia Barcklow, Legal Asst
Hall Dickler Kent Friedman &
909 Third Avenue
27th Floor
New York, NY 10022-9998

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BARBER & BRONSON
INCORPORATED

EFFECTIVE DATE:

n/c

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 29 AM 11:42

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: *Jee 12/30*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BARBER & BRONSON INCORPORATED

(present name)

FILED
98 DEC 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article **FIRST** of the Articles of Incorporation of Barber & Bronson Incorporated is hereby amended in its entirety to read as follows:

"**FIRST:** The name of the Corporation is B & B Liquidation, Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

-- N/A

THIRD: The date of each amendment's adoption: December 28, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

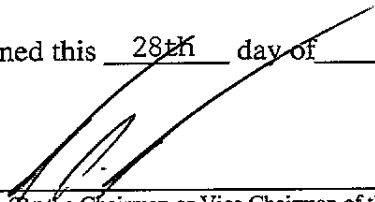
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of December, 19 98.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Steven N. Bronson

Typed or printed name

President

Title