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PICK-UP WAIT MAIL

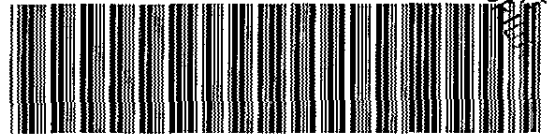
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

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C. Coulliette NOV 05 2002



ACCOUNT NO. : 072100000032

REFERENCE : 806220 4305390

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : November 4, 2002

ORDER TIME : 12:21 PM

ORDER NO. : 806220-010

CUSTOMER NO: 4305390

CUSTOMER: Ms. Kim Calkin-mcellen
Cole Schotz Meisel Forman &
25 Main Street
P.o. Box 800
Hackensack, NJ 07602

DOMESTIC FILINGS

NAME: BED BATH & BEYOND OF BRANDON
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT# 1156
EXAMINER'S INITIALS: _____

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: Bed Bath & Beyond of Brandon Inc.

SECOND: The date dissolution was authorized: _____

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

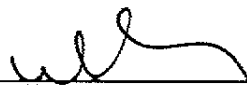
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 23rd day of September, 2002

Signature



(By the Chairman or Vice Chairman of the Board, President, or other officer)

Warren Eisenberg

(Typed or printed name)

President

(Title)