

Division of Corporations

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125973

Florida Department of State
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ARTICLES OF AMENDMENT
OF
BEALL'S, INC.

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article III of the Articles of Incorporation of the above-referenced Corporation is hereby deleted in its entirety and the following is hereby substituted in its place:

Article III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be twenty-nine million three hundred thousand shares (29,300,000) of common stock having a par value of one cent (\$.01) each.

2. The foregoing amendment was adopted on 12/20/12, by a majority vote of the Board of Directors of this Corporation at a duly called meeting and was adopted by a majority vote of the shareholders of the Corporation on 1/10/13, at a duly called meeting, which majority vote was sufficient for approval by shareholders.

3. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the Chief Executive Officer has executed these Articles of Amendment.



Stephen Knopik, Chief Executive Officer

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