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Amend

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03 JUN 19 PM 4:02
TALLAHASSEE, FLORIDA

AOR
6/19/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 138677 7382989

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 2003

ORDER TIME : 11:18 AM

ORDER NO. : 138677-005

CUSTOMER NO: 7382989

CUSTOMER: Mr. Scott Siegel
Tmi Holdings, Inc.
Suite 500
5607 Hiatus Road
Tamarac, FL 33321

DOMESTIC AMENDMENT FILING

NAME: TMI HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TMI HOLDINGS, INC.

FILED
03 JUN 19 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of TMI Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #S68597 does hereby certify:

The following Amendment to the Articles of Incorporation was adopted by the written consent of shareholders of the Corporation being the holders of that number of shares of voting capital stock of the Corporation entitled to vote thereon and having no less than the minimum number of votes necessary to authorize or take such action, pursuant to written consent of such shareholders as of the 2nd day of May, 2003 and ratified anew on June 17, 2003 in a manner prescribed by the Florida Business Corporation Chapters 607.0704 and 607.1003, Florida Statutes, to be effective upon a filing with the Secretary of State. The number of voting capital stock consenting to the Amendment was sufficient for approval of the Amendment.

FIRST: Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE IV
SHARES

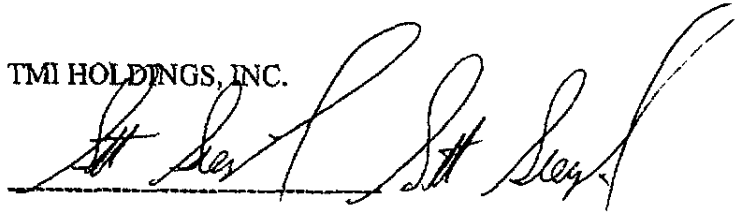
This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common stock which this Corporation is authorized to issue is Thirty Million (30,000,000) shares, par value \$0.01. The total number of shares of Preferred Stock which this Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares, par value \$0.01.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating.

optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on June 17, 2003.

TMI HOLDINGS, INC.

A handwritten signature in black ink, appearing to read 'Scott Siegel', is written over a horizontal line.

Scott Siegel
Chief Executive Officer