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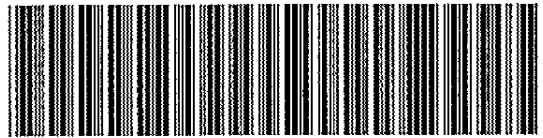
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April 1, 2004

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**Re: Certificate of Amendment
Mark Group, Inc.**

Dear Sirs:

Enclosed is the original Certificate of Amendment to the Articles of Incorporation for the-above referenced corporation. The Amendment is changing the name of the corporation to Boston Proper, Inc.

Also enclosed, if my firm's check in the amount of \$43.75 representing the filing fee of \$35.00 and \$8.75 for a certified copy of the filed Amendment. A prepaid envelope is enclosed for your convenience in returning the certified copy.

Very truly yours,



NEAL W. KNIGHT, JR.

NWK/kw
Enclosures

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE MARK GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0820, Florida Statutes, the Board of Directors of the ("the Corporation") adopted the following amendments to the Articles of Incorporation at a meeting held on MARCH 30, 2004, which amendments remain in full force and effect as of the date hereof. Furthermore, the Board of Directors recommended adoption of such resolutions and amendments to the Shareholders of the Corporation.

THE MARK GROUP, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, does hereby certify that at least a majority of the shareholders of said corporation, by written action in lieu of a meeting duly adopted the following Amendment to its Articles of Incorporation effective the date of filing of this Certificate with the Florida Department of State:

1. Article 1 of the Articles of Incorporation is hereby amended to read in its entirety as follows:

The name of this corporation is Boston Proper, Inc.

2. The Amendment effected herein was authorized by the shareholders entitled to vote thereon pursuant to the laws of the State of Florida by written action in lieu of a meeting adopted as of MARCH 30 2004. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, The Mark Group, Inc., through its duly authorized officers, has executed this Certificate of Amendment this 30th day of MARCH 2004.

THE MARK GROUP, INC.,
n/k/a BOSTON PROPER, INC.

(CORPORATE SEAL)

By: Michael W. Tice
President

Its:

ATTEST:

[Signature]
Secretary