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BASIC AMENDMENT  
BOSTON PROPER, INC.

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*Amendment*

09/12/05

9/9/2005

**AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**BOSTON PROPER, INC.**

I, the undersigned officer of Boston Proper, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby submit the following Amendment to the Articles of Incorporation of Boston Proper, Inc., pursuant to Section 607.1006 of the Florida Corporations Statute.

1. The name of the corporation is Boston Proper, Inc. (the "Corporation").

2. The Board of Directors of the Corporation and the shareholders of the Corporation have determined it to be advisable and in their respective best interests to adopt the following amendment to its Articles of Incorporation, pursuant to Section 607.1002(8) of the Florida Corporations Statute, to add as a new Article the following:

"If the Corporation acquires its own shares, such shares are deemed to belong to the Corporation and constitute authorized and issued, but not outstanding, treasury shares of the Corporation until disposed of or cancelled by the Corporation."

3. The above amendment was duly approved by the Board of Directors on the 7th day of September, 2005, and was recommended to the stockholders and approved by written consent in lieu of a meeting by a majority of the holders of the Common Stock of the Corporation, by at least two-thirds of the holders of the Series B Convertible Preferred Stock of the Corporation, and by at least three-quarters of the holders of the Series C Convertible Preferred Stock of the Corporation as of the 9th day of September, 2005, and accordingly was adopted as of that date.

(Signature Page to Follow)

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EXECUTED as of September 9, 2005.

**BOSTON PROPER, Inc.,**  
a Florida corporation

By:   
Michael W. Tieman, Chairman of the Board