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BASIC AMENDMENT

BOSTON PROPER, INC.

Certificate of Status	0
Certified Copy	1
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Amendment
09/12/05

**SECOND ARTICLES OF AMENDMENT
TO THE SERIES C ARTICLES OF AMENDMENT TO
THE 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 Second Articles of Amendment to the Series C Articles of 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 delete Article III, Section 5(g) of the Series C Articles of Amendment to the Articles of Incorporation and replace it in its entirety as follows:

"(g) Except for any shares of Series C Preferred Stock which have been purchased, redeemed, or otherwise acquired by the Corporation that have become treasury shares pledged as collateral to secure a promissory note issued by the Corporation in partial payment of the purchase price for such shares of Series C Preferred Stock which shares shall not be cancelled and may be reissued by the Corporation, any shares of Series C Preferred Stock which have been purchased, redeemed or otherwise acquired by the Corporation shall be cancelled and shall not be reissued 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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01-22-97 02:39A P.04

EXECUTED as of September 9, 2005.

BOSTON PROPER, Inc.,
a Florida corporation

By: 
Michael W. Tieman, Chairman of the Board