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January 29, 1997

VIA CERTIFIED MAIL #P 032 174 845
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

300002075253--B
-02/03/97-01005--004
*****87.50 *****87.50

Re: Lilly Pulitzer, Inc.
Articles of Amendment

Dear sir/Madam:

Enclosed you will find Articles of Amendment to Articles of Incorporation of Lilly Pulitzer, Inc. together with our check payable to Florida Department of State in the sum of \$87.50 representing the following:

Filing fee	\$35.00
Certified copy	52.50
TOTAL	\$87.50

Please file the Articles of Amendment and forward to the undersigned one certified copy.

Thank you.

Very truly yours,

YELEN & YELEN, P.A.


JAN A. YELEN

JAY:rs

Enclosures

N/C

VS FEB 7 1997

FILED
97 JUN 31 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LILLY PULITZER, INC.

FILED
97 JAN 31 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

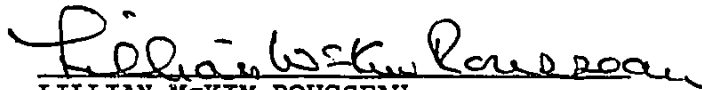
1. Article I of the Articles of Incorporation of LILLY PULITZER, INC. is amended to read as follows:

ARTICLE I

The name of this corporation shall be LILLY ROUSSEAU FASHIONS, INC.


2. The foregoing amendment was duly adopted by an Action in Lieu of Meeting of the Directors and Shareholders on January 24, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this 24th day of January, 1997.


LILLIAN MCKIM ROUSSEAU
President and Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

THE FOREGOING was acknowledged before me this 24th day of January, 1997, by LILLIAN MCKIM ROUSSEAU, as President and Secretary of LILLY PULITZER, INC., who is personally known to me or produced _____ as identification.


Notary Signature
BARBARA T. POSTELL
Print Notary Name
My Commission Expires:

1

