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CACHE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CACHE, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation has adopted the following Articles of Amendment to its Articles of Incorporation:

I. The name of the corporation is CACHE, INC. (the "Corporation").

II. The first sentence of Paragraph (A) of Article III of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

A. The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any one time is FORTY MILLION (40,000,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

III. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IV. This Amendment to the Articles of Incorporation was duly approved and adopted on July 21, 2009 by the holders of the Corporation's Common Stock, \$0.01 par value per share, the only class of capital stock of the Corporation outstanding and entitled to vote thereon, by a number of votes sufficient for approval pursuant to the Act.

Dated: February 4, 2013

\* \* \*

CACHE, INC.,  
A Florida corporation

By: Margaret Feehan  
Name: Margaret Feehan  
Title: EVP/CFO