

848085



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 233178 7177748

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : May 7, 1999

ORDER TIME : 2:37 PM

ORDER NO. : 233178-035

CUSTOMER NO: 7177748

CUSTOMER: Mr. Michael Mclearn
Lexington Ventures, Inc.
466 Lexington Avenue
10th Floor
New York, NY 10017

500002871815--8

FOREIGN FILINGS

NAME: JEAN NICOLE, INC.

XX PROFIT
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TAMARA ODOM

*NK
5-12-99
DHS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 11 PM 4:58

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 11 PM 3:22

RECEIVED

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Jean Nicole, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 1/27/81
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 15, 1998
5. JN Shops, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Michael B. McLearn
Signature

April 1, 1999
Date

Michael B. McLearn
Typed or printed name

Sr. Vice President
Title

FILED
99 MAY 11 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*State of Delaware**Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "JEAN NICOLE, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "JN SHOPS, INC.", THE FOURTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0906010 8320

991184376

9734157

AUTHENTICATION:

DATE:

05-10-99