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THE UNITED STATES
CORPORATION
COMPANY

FILED

00 SEP 27 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 07210000000000000000

REFERENCE : 844750 4320611

AUTHORIZATION : *Patricia Pizette*

COST LIMIT : \$ 35.00

ORDER DATE : September 27, 2000

ORDER TIME : 10:44 AM

ORDER NO. : 844750-005

CUSTOMER NO: 4320611

CUSTOMER: Betty Thornson, Legal Asst
Alzheimer & Gray
Suite 4000
10 South Wacker Drive
Chicago, IL 60606

700003406347--2

DOMESTIC AMENDMENT FILING

NAME: THE BOATSWAIN'S LOCKER OF
DELAWARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

drop dba name

XX PLAIN STAMPED COPY

Q. COULLETTE SEP 27 2000

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 SEP 27 AM 11:25

RECEIVED

RESOLUTION OF THE BOARD OF DIRECTORS

I, the undersigned, Edward H. Benford, do hereby certify that this Resolution of the Board of Directors of The Boatswain's Locker, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 7, 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

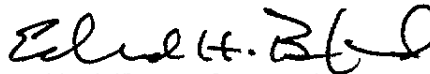
WHEREAS, this company, The Boatswain's Locker, Inc., a Delaware corporation which is doing business in Florida as The Boatswain's Locker of Delaware, Inc. (the "Company") has discovered that its true name will become available for use in Florida; and

WHEREAS, the Company wishes to conduct business in Florida under its true name;

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby rescinds its adoption of the name The Boatswain's Locker of Delaware, Inc., for use in Florida; and

FURTHER RESOLVED, that when the Company's true name of The Boatswain's Locker, Inc. becomes available in the State of Florida, the Company shall conduct business in Florida under its true name of The Boatswain's Locker, Inc.

Dated: July 28 2000



Edward H. Benford, Director