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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WILLIAMSON-DICKIE OUTLET STORES COMPANY

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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August 12, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WILLIAMSON-DICKIE OUTLET STORES COMPANY
PO BOX 1779
FORT WORTH, TX 76101

SUBJECT: WILLIAMSON-DICKIE OUTLET STORES COMPANY
REF: F06000007138

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to chapter 628, Florida Statutes, written approval must be obtained from the Department of Financial Services. Written approval may be obtained from:

Department of Financial Services
200 E. Gaines St.
Tallahassee, FL 32399

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Sylvia Gilbert
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
E AMENDMENT

F06000007138

Williamson-Dickie Outlet Stores Company

2 Delaware

3.

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 5 Williamson-Dickie Retail Stores Company

(New duration)

- (New jurisdiction)**

- (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Typed or printed name of person signing)

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILLIAMSON-DICKIE OUTLET STORES COMPANY", CHANGING ITS NAME FROM "WILLIAMSON-DICKIE OUTLET STORES COMPANY" TO "WILLIAMSON-DICKIE RETAIL STORES CO.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2008, AT 1:06 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4240249 8100

080822159

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6755823

DATE: 07-28-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:13 PM 07/28/2008
FILED 01:06 PM 07/28/2008
BRV 080822159 - 4240249 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Williamson-Dickie Outlet Stores Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,
DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Williamson-Dickie Outlet Stores Co. be amended by changing the first Article thereof so that, as amended, said article shall be and read as follows: "The name of the corporation is Williamson-Dickie Retail Stores Co."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Williamson-Dickie Outlet Stores Co. has caused this certificate to be signed by Tobin K. Clark, its Corporate Secretary, this 24th day of July, 2008.

Williamson-Dickie Outlet Stores Co.

By Tobin K. Clark
Tobin K. Clark, Secretary