



F94000004954

ACCOUNT NO. : 072100000032

REFERENCE : 5 *Patricia Papp* 20998

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : November 3, 1997

ORDER TIME : 11:50 AM

ORDER NO. : 588072-025

CUSTOMER NO: 4320998

CUSTOMER: Dan Howard, Legal Assistant
Latham & Watkins
701 B Street, Suite 2100

San Diego, CA 92101

200002349232--3

FOREIGN FILINGS

NAME: PQI, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANIEL LEGGETT

FILED
97 NOV 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 17 PM 1:55
AC

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.)

FILED
NOV 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. PQI, Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under the laws of

3. _____

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? 06/30/97

5. PriceSmart, Inc.

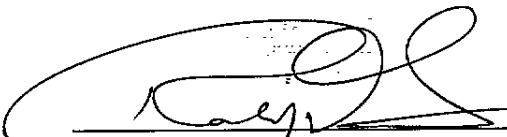
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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



Signature
ROBERT M. GANS

Typed or printed name

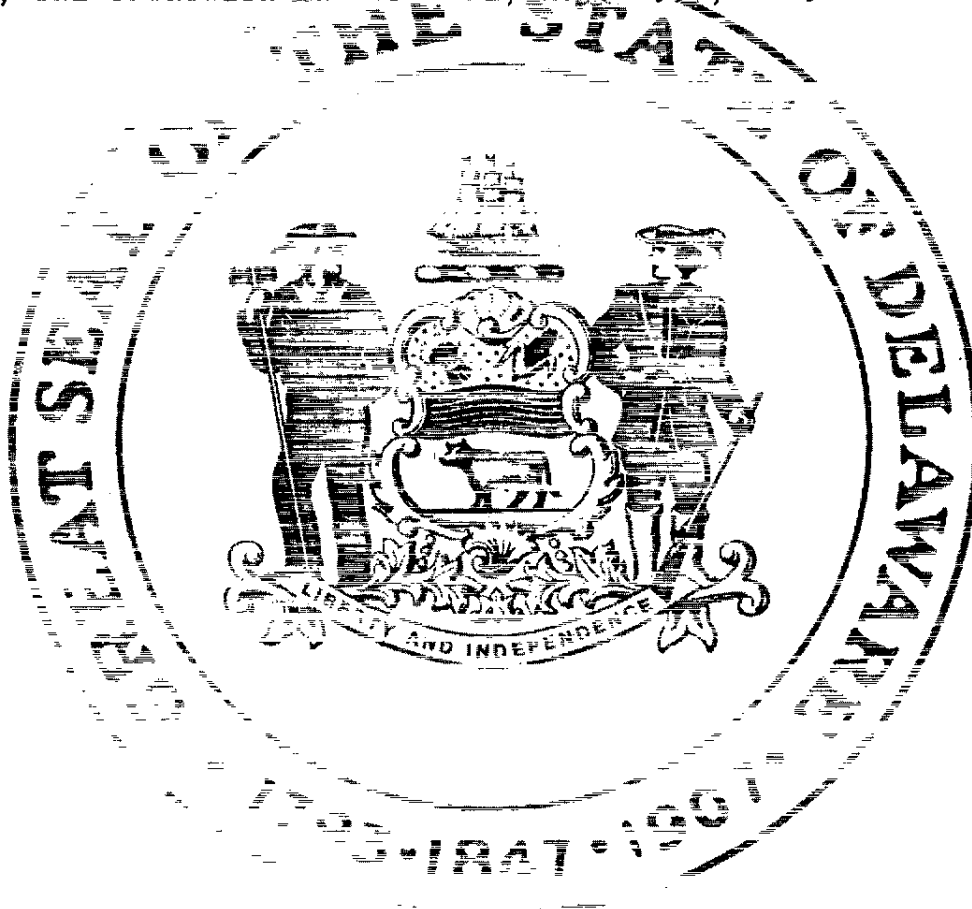
11/11/97

Date
Vice President

Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PQI, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRICESMART, INC.", THE THIRTIETH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2427225 8320

AUTHENTICATION: 8738671

971374117

DATE: 11-04-97