

F970000003424



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~649969~~ 4302407

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 35.00

ORDER DATE : December 26, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 649969-020

CUSTOMER NO: 4302407

300002388283--7

CUSTOMER: Paul Vincenti, Esq
Vito R. Vincenti, P.c.
Three New York Plaza
Floor 14
New York, NY 10004

FOREIGN FILINGS

NAME: WHAT'S WHAT RETAIL HOLDINGS,
INC.

XXX PROFIT
 NON-PROFIT

XXXX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 3:20
50 JAN -2 PM 12:10

NLC AmeriQ
30 1/2/97

(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 3:20

1. What's What Retail Holdings, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. July 1, 1997
Date authorized to do business in Florida

(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? November 25, 1997
5. Aerogroup Retail Holdings, 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 _____

Richard J. Morris

Typed or printed name

December 15, 1997

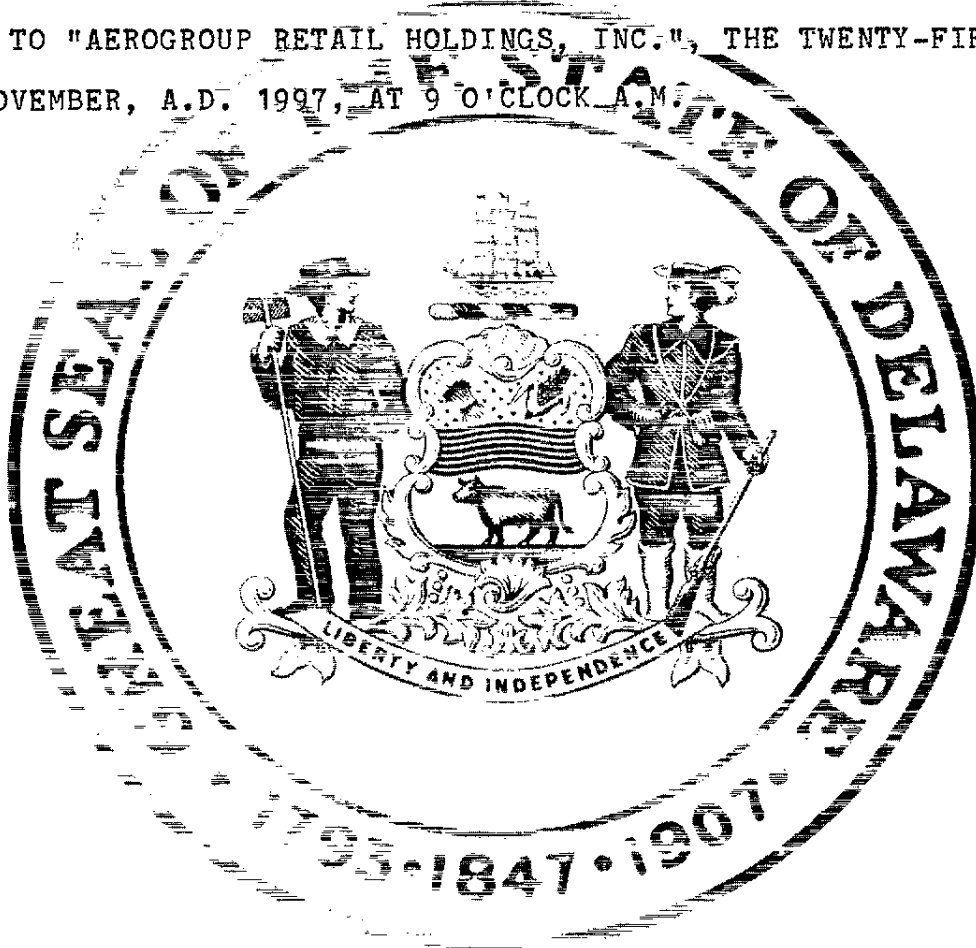
Date _____

Executive 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 "WHAT'S WHAT RETAIL HOLDINGS, INC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AEROGROUP RETAIL HOLDINGS, INC.", THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2441751 8320

971448128

AUTHENTICATION: 8836103

DATE: 12-26-97