

CONTACT PERSON: Unassigned

072100000032 ACCOUNT NO. REFERENCE : 512910 4331939 Patricia Parito AUTHORIZATION COST LIMIT : ORDER DATE: August 28, 1997 ORDER TIME : 2:31 PM ORDER NO. : 512910-005 700002280607--2 CUSTOMER NO: 4331939 CUSTOMER: Kristy Hair, Legal Assistant Greenberg Traurig Hoffman 515 East Las Olas Boulevard Suite 1500 Fort Lauderdale, FL 33301 DOMESTIC AMENDMENT FILING NAME: MICRORETAILING, INC. EFFICTIVE DATE: ARTICLES OF AMENDMENT .. RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF CERTIFIED COPY PLAIN STAMPED CORY CERTIFICATE OF GOOD STANDING

600250, 00624,

EXAMINER'S INITIALS:



## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 29, 1997

CSC 1201 Hays Streeet Tallahassee, FL 32301

SUBJECT: MICRORETAILING, INC. Ref. Number: G61856

Please give original data. Submission date as file data.

We have received your document for MICRORETAILING, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

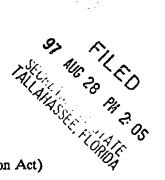
The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 797A00043644

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MICRORETAILING, INC.



(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, John Hassan, being the President of Microretailing, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on September 30, 1983, DOES HEREBY CERTIFY:

- 1. The name of this Corporation is MICRORETAILING, INC.
- 2. The Corporation's Articles of Incorporation are hereby amended as follows:
  - (a) Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

## ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Voting Common Stock, \$1.00 par value per share (the "Voting Common Stock"), and 100 shares of Non-Voting Common Stock, \$1.00 par value per share (the "Non-Voting Common Stock").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of Non-Voting Common stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Sections 607.1004(4) and 607.1103(6) of the Florida business Corporation Act).

- 3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
- 4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all the members of the Board of Directors of the Corporation as of the 15th day of August, 1997, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of

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votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Microretailing, Inc., on this 27 day of August, 1997.

By:
Name: Joyn MASSAN
Title: PRESIA EUT