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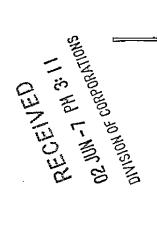
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BASIC AMENDMENT

CAROL/JOAN, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CAROL/JOAN, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to a consent meeting of all of the shareholders and the members of the Board of Directors held May 16, 2002:

1. Article I is deleted in its entirety and the following substituted in lieu thereof:

"The name of this Corporation is Carol Jean, Inc."

2. In all other respects, except as specifically changed and modified in these Articles of Amendment to the Articles of Incorporation, all of the provisions contained in the Articles of Incorporation of Carol/Joan, Inc., Inc. shall be and remain the same.

Executed by the undersigned this 3151day of May, 2002.

CAROL/JOAN, INC.

y. *(2014 (k. (12014)* Carol J. Abrahamson, President

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SECRETARY OF STATE
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