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ACCOUNT NO. : 072100000032

REFERENCE : 549165 3487A

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 25.00

ORDER DATE : April 25, 2002

ORDER TIME : 1:22 PM

ORDER NO. : 549165-005

CUSTOMER NO: 3487A

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CUSTOMER: Holly Dunham, Legal Assistant
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: KINDER WHOLESale, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN/STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

FILED
02 APR 25 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 APR 25 PM 1:50

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION OF

KINDER WHOLESale, L.L.C.

ARTICLE 1. - NAME

The name of this limited liability company shall be:

KINDER WHOLESale, L.L.C.

(hereinafter referred to as the "Company")

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ARTICLE 2. - TEXT OF THE AMENDMENT TO CHANGE NAME

ARTICLE I. of the Articles of Organization shall be amended to read:

"The name of this limited liability company shall be **ROCK BOTTOM T-SHIRT COMPANY, L.L.C.**"

ARTICLE 3. - ADOPTION OF AMENDMENTS

The foregoing amendment was approved by the sole Member and sole Manager of the Company on April 23rd, 2002. The number of votes cast for the amendment by the sole Member of the Company was sufficient for approval of such amendment.

ARTICLE 4. - EFFECTIVE DATE OF NAME CHANGE

The change of the name of the Company shall be effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

The undersigned, as Manager of the Company has executed these Articles of Amendment of the Articles of Organization on April 23rd, 2002.



CHARLES ACKERMAN, Sole Manager

I hereby certify that I am the sole Member of the aforementioned Company, and that I have approved the foregoing amendment to the Articles of Organization of the Company.

Dated: April 23rd, 2002



**CHARLES ACKERMAN, as Trustee of the
CHARLES ACKERMAN RESTATED
REVOCABLE TRUST dated 9/26/01, Sole
Member**