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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lane Bryant #6353, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

TINA LOUISE GRODZISKI
(Name of Person)

CHARMING SHOPPES, INC.
(Firm/Company)

450 WINKS LANE
(Address)

BENSALEM PA 19020
(City/State and Zip Code)

For further information concerning this matter, please call:

TINA LOUISE GRODZISKI at (215) 638-6986
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
06 MAR -7 PM 12: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LANE BRYANT #6353, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on October 22, 2004 and assigned
document number L04000076800.

SECOND: This amendment is submitted to amend the following:

ARTICLE IV is to be amended as follows:

"THE NAME AND ADDESS OF EACH MANAGER OR MANAGING MEMBER IS AS FOLLOWS:

"MGR" OR "MGRM" NAME AND ADDRESS

MGR LANE BRYANT, INC., 450 WINKS LANE, BENSALEM, PA 19020

Dated JANUARY 3, 2006


Signature of a member or authorized representative of a member

LINDA M. MADWAY, VICE PRESIDENT

Typed or printed name of signee

Filing Fee: \$25.00