N99000007068

, Requester's Name

Out of the Closet Thrift Stores, Inc.

631 4th Street North St. Petersburg, Florida 33701

CR2E031(7/97)

700003479927----11/29/00--01062--013 *****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. (Corporation Name)	(Document #) (Document #)
Corporation Name Corporation Name	(Document #)
(Corporation Name)	(Document #) DDD 39
(Corporation Name) Walk in Pick up time Mail out Will wait	(Document #) Certified Copy Photocopy Certificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other
	Eveniner's Initials

ARTICLES OF AMENDMENT

to

FILED

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ARTICLES OF INCORPORATION

of

TALLAHASSEE, FLORIDA

Out of The Closet Thrift Stores Inc.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article 4 The Directors of Board were changed as follows.

Leigh Haller-Deleted from Board of Directors Julie Thompson-Deleted from Board of Directors Casie Pritchard-Deleted from Board of Directors

The following were added to the Board of Directors
Paul Lindblom- Added to Board of Directots
Karol Lindblom-Added to Board of Directors
June Carter-Added to Board of Directors
Jim Carter-Added to Board of Directors

SECOND: The date of adoption of the amendment(s) was: November 24, 2000

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Signature of Chairman, Vice Chairman, President or other officer

Bill Bradley Vice-Chairman of The Board of Directors

Typed or printed name

Vice Chairman of The Board of Directors

November 24, 2000

Title