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COR AMND/RESTATE/CORRECT OR O/D RESIGN CLAIRE'S STORES, INC.

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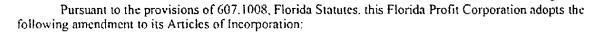
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CLAIRE'S STORES, INC. (a Florida corporation)

October 2, 2018



- A. THE CERTIFICATE OF INCORPORATION IS: AMENDED
- B. TEXT OF AMENDMENT

"ARTICLE IX - NON-VOTING EQUITY SECURITIES

This corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code") as in effect on the date of filing of this Articles of Amendment to Articles of Incorporation with the Department of State of the State of Florida; provided, however, that the foregoing (a) shall have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) shall have such force and effect, if any, only for so long as such section of the Bankruptey Code is in effect and applicable to this corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect."

C. DATE OF COURT ORDER APPROVING THE CERTIFICATE OF AMENDMENT; TITLE OF REORGANIZATION PROCEEDING IN WHICH THE ORDER WAS ENTERED; THE COURT HAD JURISDICTION OF THE PROCEEDING UNDER THE FOLLOWING FEDERAL STATUTE:

On March 19, 2018, Claire's Stores, Inc. and certain of its subsidiaries, including the corporation, commenced with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") voluntary cases pursuant to Chapter 11 of Title 11 of the United States Code (the 'Bankruptey Code' and such cases, the "Chapter 11 Cases").

This Certificate of Amendment has been deemed approved without the need for board of directors or stockholder approval pursuant to §607.1008 of the Florida Statutes (the "FS") because it is to carry out the Third Amended Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates, as confirmed on September 21, 2018 by order of the Bankruptcy Court.

This Certificate of Amendment has been duly executed and acknowledged by an officer of the corporation designated by order of the Bankruptcy Court in accordance with the provisions of §607,1008 of the FS.

[Signature page follows.]

Dated

October 2, 2018.

Claire's Stores, Inc.

By:

Name: Stephen Sernett

Title: Senior Vice President, General Counsel and

Secretary