

10/2/2018

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

Certificate of Status	0
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OCT 03 2018

S. YOUNG

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

October 2, 2018

FILED
18 OCT -2 AM 10:23
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1008, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

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 Bankruptcy 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 "Bankruptcy 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