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EXPRESS CORPORATE FILING SERVICE INC.

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600004193496--3

-05/10/01--01072--029

*****35.00 *****35.00

OFFICE USE ONLY

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

1. Fabrics and 99 Cents Depot, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. OOULETTE MAY 15 2001

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2001

EXPRESS CORPORATE FILING SERVICE INC.

TALLAHASSEE, FL

SUBJECT: FABRICS AND 99 CENTS DEPOT, INC.
Ref. Number: P01000001921

We have received your document for FABRICS AND 99 CENTS DEPOT, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 601A00028298

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 15 PM 2:38
SPECIAL AGENT IN CHARGE
EXPRESS FILING

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FABRICS AND 99 CENTS DÉPOT, INC.**

**FILED
2001 MAY 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to section 607-1006, Florida Status, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The corporation adopted the following amendment to the articles of incorporation:

ARTICLE VII: The _____ post office address of the principal office of the corporation in the state of florida is: **2601 N.W. 5TH AVE SUITE # 3 Miami Fl 33127**

ARTICLE IX: The names and post office of the members of the board of directors and the state of corporate officers are as follows:

**MARIA A OSORIO
PRESIDENT**

**2601 N.W. 5TH AVE SUITE # 3
MIAMI, FL 33127**

**JAVIER DELGADO
SECRETARY**

**2601 N.W. 5TH AVE SUITE # 3
MIAMI , FL 33127**

THIRD: The/amendement was adopted by all shareholders of the corporation on the 7TH DAY OF MAY 7 2001.


**MARIA A OSORIO
PRESIDENT**