



SCHOTTENSTEIN ZOX & DUNN  
a legal professional association

P020000034395

SHARON K. FERGUSON  
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June 6, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/10/02--01061--024  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**RE: Articles of Amendment**  
Merchandise Liquidators, Inc.

Dear Sir/Madam::

Please file the enclosed articles of amendment to the articles of incorporation of Merchandise Liquidators, Inc. Enclosed is a check in the amount of \$43.75 representing \$35.00 for the filing fee and \$8.75 for a certified copy of the filed amendment.

Please return the certified copy of the amendment to my attention. Should there be any other questions, please do not hesitate to contact me directly at 614-462-4940.

Sincerely,

Sharon K. Ferguson  
Corporate Paralegal

SKF/wb

enclosures

FILED  
02 JUN 10 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P020000034395  
Amend  
\* Out Copy

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MERCHANDISE LIQUIDATORS INC.**

**P02000034395**

**FILED**  
02 JUN 10 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this profit 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)*

**FOURTH:**

Shares of all Classes:      **FOURTH:** The maximum number of shares of all classes which the Corporation is authorized to have outstanding is Fifty Thousand (50,000), consisting of Thirty Thousand (30,000) common shares with \$.01 par value, and Twenty Thousand (20,000) preferred shares with a par value of One Dollar (\$1.00) each. The express terms and provisions of the shares of each class are as follows:

Dividends, Preferred Shares:      (a) The holders of the preferred shares shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, cumulative dividends at the rate of \$0.12 per share per annum, and no more, payable semi-annually on the first days of January and July in each year. Such dividends shall cumulate on all such payment dates on which the particular share shall be issued and outstanding and shall be cumulative to the full extent of the semi-annual payment notwithstanding that such share may have been issued less than six (6) months prior to such payment date. No dividends shall be paid to or set apart for payment to common shareholders unless all past accumulated dividends on the preferred shares shall have first been paid, or declared and set apart for payment.

Dissolution,  
Liquidation or  
Winding Up:

(b) Upon any dissolution, liquidation, or winding up of the Corporation, the holders of preferred shares shall be entitled to receive, before any payment shall be made to the holders of common shares, the sum of One Dollar (\$1.00) per share together with, in all cases, all past accumulated and unpaid dividends.

After payment of the full preferential amounts aforesaid, the holders of the preferred shares shall not be entitled to any further participation in any distribution of the assets or funds of the Corporation, and the remaining assets and funds of the Corporation shall be divided and distributed among the holders of the common shares then outstanding according to their respective interests.

Redemption:

(c) The preferred shares at any time outstanding may be redeemed by the Corporation, in whole or in part, at any time or from time to time, at the option of the Board of Directors upon no less than ten (10) days' prior written notice to the holders of record of the preferred shares to be redeemed, at One Dollar (\$1.00) per share plus an amount equal to the past accumulated and unpaid dividends as of the redemption date. If such notice is given by mail, it shall be deemed received by the shareholder from whom redemption is to be made when deposited by the Corporation in the mail, registered, postage prepaid, addressed to the last known address of such shareholder. If less than all of the outstanding preferred shares are to be redeemed, the redemption may be made either by lot or pro rata or by such other method as the Board of Directors in its discretion may determine, including, without limitation of the foregoing, the right to designate which shareholder shall be required to surrender any part or all of the preferred shares owned by him.

Voting Power:

(d) Except as herein otherwise expressly provided, or as otherwise provided by the laws of the State of Florida, the holders of common shares shall exclusively possess all of the voting power of the Corporation for the election of directors and for all other purposes, and the holders of the preferred shares shall have no voting power and no holder thereof shall be entitled to receive notice of any meetings of shareholders.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: May 29, 2002.

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ✓ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29<sup>th</sup> day of May, 2002.

Signature: \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Ed Gottlieb

(Typed or printed name)

\_\_\_\_\_  
Sole Incorporator

(Title)

FILED  
JUN 10 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA