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COR AMND/RESTATE/CORRECT OR O/D RESIGN

99 CENT DISCOUNT, INC.

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10/13/2006

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

2006 OCT 13 AM 9: 55

ARTICLES OF AMENDMENT TO ARTICLES OF CORPORATION OF 99 CENT DISCOUNT, INC. (P04000013482)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

ARTICLE 5: OFFICERS

Delete: ERNESTO LOPEZ (P/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

Delete: MARIA M GUERRERO (VP/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

ADD: GERARDO MARTINEZ (P/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

ADD: DAYSI A. MARTINEZ (VP/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

ARTICLE 6: DIRECTORS

Delete: ERNESTO LOPEZ (P/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

Delete: MARIA M GUERRERO (VP/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

ADD: GERARDO MARTINEZ (P/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

ADD: DAYSI A. MARTINEZ (VP/D)

12382 SOUTHWEST QUAIL ROOST DRIVE

MIAMI, FL 33177

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

The date of each amendment's adoption is on October 11, 2006.

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THIE	RD: Adoption of Amer	ndment:
		vas / were approved by the shareholders. The number mendment(s) was / were sufficient for approval.
 .	voting groups.	was / were approved by the shareholders through nent must be separately for each voting groups entitled the amendment(s).
_		cast for the amendment(s) was / were sufficient for
_x		vas / were adopted by the board of directors without and shareholder action was not required.
	The amendment(s) was / were adopted by the incorporator without shareholder action and shareholder action not required.	
Signed this 1	l day of October, 2006	5 by directors.
Title	e: P/D	Title: V/P
Luc	ARDO MARTINEZ	Daisy Marting

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