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ROOMS TO GO CENTRAL CORP.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ROOMS TO GO CENTRAL CORP.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida Profit Corporation, **ROOMS TO GO CENTRAL CORP.**, a Florida corporation (the "Corporation"), adopts the following amendment to its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is Rooms To Go Central Corp.
2. **Effect of Amendment.** The effect of this Amendment is to: (a) increase the number of authorized shares of Common Stock to 30,300. Of these shares, 300 will be designated Voting Common Stock and 30,000 will be designated Non-Voting Common Stock.
3. **Text of this Amendment.** Article IV of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

IV.

Capital Stock

The Corporation is authorized to issue 30,300 shares of \$0.01 par value Common Stock, which will be designated Common Stock. The Common Stock will be divided into 300 shares of Voting Common Stock and 30,000 Shares of Non-Voting Common Stock. The shares of Common Stock issued and outstanding prior to the effective date of this Amendment will be designated Voting Common Stock. The rights of the Voting Common Stock and Non-Voting Common Stock are the same, except that holders of Voting Common Stock will have 1 vote per share, and holders of Non-Voting Common Stock will have no votes per share, on all matter for which shareholders are entitled to vote.

4. **Date of Adoption.** This amendment was adopted December 15, 2008.
5. **Manner of Adoption.** This amendment was adopted by the Board of Directors and the sole shareholder of the Corporation. The number of votes cast for this amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the Vice President of the Corporation has signed these Articles of Amendment as of December 15, 2008.

ROOMS TO GO CENTRAL CORP.

By: 

Lewis Stein, Vice President