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FLORIDA'S LAST CHANCE THRIFT STORES INC.

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FLORIDA'S LAST CHANCE THRIFT STORES INC.

The undersigned, as President of FLORIDA'S LAST CHANCE THRIFT STORES INC., does hereby certify that the Amendment provided for herein was adopted by the sole shareholder and sole director of the corporation on the 10th day of September, 2007, and that the number of votes cast was sufficient for approval. The Articles of Incorporation were originally filed by the Florida Secretary of State on April 20, 2007, and given Document No. P07000048918.

1. Amendments Adopted:

(a) Article 11 of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE 11 – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation shall be 36500 U.S. Highway 19, North, Palm Harbor, Florida 34684. The name of the Registered Agent of the Corporation shall be David J. Burkard."

(b) Article 15 of the Articles of Incorporation is hereby added, and shall read as follows:

"ARTICLE 15 – OFFICERS AND DIRECTORS

The sole officer and director of the Corporation shall be David J. Burkard."

Prepared by:
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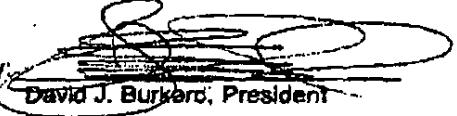
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2. All other provisions of the Articles of Incorporation remain the same as originally filed.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation on the 10th day of September, 2007.

FLORIDA'S LAST CHANCE THRIFT
STORES INC., a Florida corporation

By:


David J. Burkard, President

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