

CT CORPORATION SYSTEM

906 Olive Street
St Louis MO 63101
Tel 314 231 8380
Fax 314 231 6454

June 17, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **DILLARD DEPARTMENT STORES, INC. (Delaware Domestic)**
(Changing name to: DILLARD'S, INC.)
Order #: 891507

200002218682--7
-06/20/97--01090--003
*****35.00 *****35.00

Gentlemen:

As requested by counsel, we enclose for filing Application for Amended Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,

Angela K. Boron

Angela K. Boron
Customer Specialist

Enclosure

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. DILLARD DEPARTMENT STORES, INC.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 12, 1989

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

May 19, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

DILLARD'S, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Steven K. Nelson

Signature Steven K. Nelson
Name and Title Vice President & Asst. Secretary

6-13-97

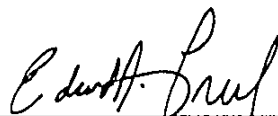
Date

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DILLARD DEPARTMENT STORES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DILLARD'S, INC.", THE NINETEENTH DAY OF MAY, A.D. 1997, AT 10 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

8500018

DATE:

06-06-97