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THE ABC OUTLET, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE ABC OUTLET, INC.**

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FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes

IT IS HEREBY CERTIFIED:

- FIRST:** The name of the Corporation is **THE ABC OUTLET, INC.**, hereinafter referred to as the "Corporation."
- SECOND:** The Articles of Incorporation were filed with the Department of State of the State of Florida on **April 27, 1993**.
- THIRD:** The Articles of Incorporation are hereby amended to effect the following change:

Article III shall be amended to set forth the aggregate number of shares and the classes of stock which shall be two (2) classes of common stock, voting and non-voting. The Corporation is currently authorized to issue five hundred (500) shares of common stock with a par value of one (\$1.00) dollar per share, of which five hundred (500) have been issued and are outstanding. The Corporation shall exchange the five hundred (500) issued and outstanding shares at a ratio 1 to 1 for (i) fifty (50) Class A common voting shares at one (\$1.00) dollar par value per share and (ii) four hundred fifty (450) Class B common non-voting shares with a par value of one (\$1.00) dollar per share, for a total of five hundred (500) common shares.

Article III shall now read as follows:

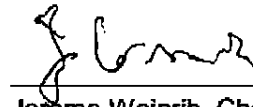
"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of one (\$1.00) dollar per share which shall consist of fifty (50) Class A common voting shares with a par value of one (\$1.00) dollar per share and four hundred fifty (450) Class B common non-voting

shares with a par value of \$1.00 per share. The Class A common shares and the Class B common shares shall be identical in all respects and shall be treated identically, including, without limitation, rights upon liquidation, dissolution or winding up, except that the holders of Class A common shares shall possess voting power for the election of directors and for all other purposes, and the holders of Class B common shares shall not be entitled to vote for the election of directors or for any other purposes, except as some provision of law may expressly confer a right to vote regardless of provisions to the contrary in a certificate of incorporation or other certificate filed pursuant to law.

FOURTH: The date of this Amendment's adoption is June 13, 2008.

FIFTH: This Amendment to the Articles of Incorporation was authorized first by the Corporation's Board of Directors, followed by a unanimous vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation's Board of Directors has executed these Articles of Amendment this 13th day of June, 2008.



Jerome Weinrib, Chairman