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ROOMS TO GO NORTH CAROLINA CORP.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ROOMS TO GO NORTH CAROLINA CORP.**

FLORIDA DOCUMENT NO. P94000081616

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida Profit Corporation, **ROOMS TO GO NORTH CAROLINA 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 North Carolina 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; and (b) create a new class of Common Stock which will differ from the currently issued and outstanding Common Stock only by voting rights.
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 Dec 15, 2008.
5. **Manner of Adoption.** This amendment was adopted by the Board of Directors and all of the shareholders of the Corporation. The number of votes cast for this amendment by the shareholders was sufficient for approval.

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

ROOMS TO GO NORTH CAROLINA CORP.

By: 

Lewis Stein, Vice President

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