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To:

Division of Corporations

Fax Number : (850)205-0380

Erom:

: PATRICIA GESSEL, P.A. Account Name

Account Number: I20010000242 Phone

: (305)453-5277

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SANDAL FACTORY OUTLET, INC.

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ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION OF SANDAL FACTORY OUTLET, INC.

Document Number P96000035802

Amendments Adopted:

3054534985

1. The principal office address shall be unchanged.

2. The mailing address shall be changed from PO Box 1101, Islamorda, FL 3305 to: 102411 Oversens Hur, Key Laco, FL 33057

3. The name and street address of the current registered agent on file with the Florida Department of State is Wendy Kurfist, 102411 Overseas Highway, Key Largo, FL 33037, and the name and street address of the new registered agent is:

Shawn Tolley 97665 Overseas Highway Key Largo, FL 33037

- 4. Wendy Kurfist shall be removed and deleted as Director.
- 5. Wendy Cioffi shall be removed and deleted as Director.
- 6. The following officers and directors shall be appointed and added:

Shawn Tolley

Title: President, Treasurer & Director

102411 Overseas Highway

Key Largo, FL 33037

John Cioffi

Title: Vice President, Secretary & Director

102411 Overseas Highway

Key Largo, FL 33037

- 7. The date of all amendments adopted is June 29, 2007.
- 8. The effective date is June 30, 2007.
- 9. The actions and amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Sandal Factory Outlet, Inc.

Shawn Tolley, President

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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Shawn Tolley, Registered Agent

date

I hereby resign as Registered Agent for Sandal Factory Outlet, Inc.

Wendy Kurfist, Resigning Agent

date

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