

P96000058213

June 19, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

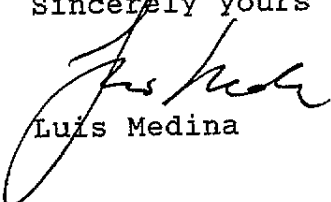
Re: Happy Dollar Discount, Inc.
P96000058213

Gentlemen:

Enclosed please find an amendment to the articles of
incorporation for the above captioned entity.

Thank you for your cooperation in this matter.

Sincerely yours


Luis Medina

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-06/25/98-01065-011
*****43.75 *****43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 7/7

AMENDMENT TO ARTICLES OF INCORPORATION

HAPPY DOLLAR DISCOUNT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The Articles of Incorporation are amended as follows:

The name of Arnaldo Cabrera is deleted as President, Secretary and Director.

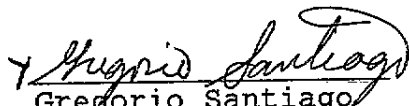
The name of Gregorio Santiago is added as President and Director.

The name of Isabel Santiago is added as Vice President, Secretary and Director.

SECOND: The date of the amendment's adoption is June 15, 1998.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 18 day of June, 1998.


Gregorio Santiago
President

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TALLAHASSEE, FLORIDA