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TALLAHASSEE, FLORIDA

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-01/16/97-01070-003  
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CORPORATION(S) NAME

Designer Wear, Inc.

Empire Toll Free: 1-800-432-3028

( ) Profit

( ) NonProfit

(X) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

( ) Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

(X) Walk In

( ) Will Wait

(X) Pick Up

( ) Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

N. HENDRICKS JAN 16 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DESIGNER WEAR, INC.**

**FILED**  
97 JAN 16 PH 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The Amendment adopted is below:

The following articles are hereby deleted in their entirety from the Articles of Incorporation:

**ARTICLE V - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights in accordance with Florida Statutes.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Barry M. Weinberg  
4410 NW 36th Street  
Lauderdale Lakes, Florida 33319

Howard Weiser  
8632 NW 54th Street  
Coral Springs, Florida 33067

Samuel J. Simon  
17077 NW 16th Street  
Pembroke Pines, Florida 33028

Michael T. Adams  
1040 SE 7th Street, #204  
Hollywood, Florida 33004

Gary M. Hochberg  
5799 Orange Drive  
Davie, Florida 33314

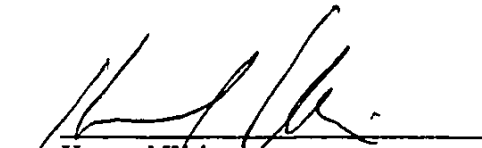
**ARTICLE II**

The date of the amendment's adoption was December 27, 1996.

**ARTICLE III**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 27th day of December, 1996.

  
Howard Weiser  
Chairman of the Board of Directors