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ACCOUNT NO. : 072100000032

REFERENCE

8960A

AUTHORIZATION

COST LIMIT

000002000430--8

ORDER DATE: February 5, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 249973-005

CUSTOMER NO:

8960A

CUSTOMER: Debbie Miller, Legal Assistant

Edward E. Levinson, P.a. Financial Federal Bldg., ph-e

407 Lincoln Road

Miami Beach, FL 33139

DOMESTIC AMENDMENT FILING

NAME:

THE DOLLAR STORE AT DOWNTOWN

MIAMI, INC.

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

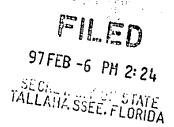
_ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

XAMINER'S INITIAL ::

N. HENDRICKS FEB - 6 1997



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

ARTICLES VI and VII of Articles of Incorporation of THE DOLLAR STORE AT DOWNTOWN MIAMI, INC. shall be amended to read as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The names and addresses of the members of the Board of Directors are:

Martin Goldman

5445 Northwest 161st Street Miami, Florida 33014

Kenneth Haber Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Martin Goldman

5445 Northwest 161st Street

Pres. Miami, Florida 33014

Kenneth Haber

Same

V.Pres.

Same

Sheri Goldman Sec./Treas.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 6th day of February, 1997.

Corporation Service Company

BY: 4ts Incorporator, Its Agent, Gail Shelby