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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 249973 8960A  
AUTHORIZATION : *Lucia Pyjets*  
COST LIMIT : \$ 35.00

FILED  
97 FEB - 6 PM 2:24  
TALLAHASSEE, FLORIDA

ORDER DATE : February 5, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 249973-005

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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.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

*KBR*

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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  
Dir.

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 Pres.	5445 Northwest 161st Street Miami, Florida 33014
Kenneth Haber V.Pres.	Same
Sheri Goldman Sec./Treas.	Same

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: Its Incorporator,  
Its Agent, Gail Shelby