

P 97000033313

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Corporation(s) Name

ATLANTIC'S Shoe Corp.

☐ Profit
☐ Nonprofit

☒ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

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G. COULLLETTE MAY 16 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
MAY 16 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ATLANTICO SHOE CORP.**

FILED
00 MAY 16 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is ATLANTICO SHOE CORP. (the "Corporation"), Charter # P97000033313.
2. The following Amendment to the Amended and Restated Articles of Incorporation was adopted by the unanimous written consent of all of the Directors of the Corporation and by at least a majority of the shareholders of the Corporation, the number of votes cast being sufficient for approval, as of May 15, 2000 in the manner prescribed by Section 607.1003 of the Act.
3. Section G of Article VIII of the Corporation's Amended and Restated Articles of Incorporation is hereby deleted and replaced by a new Section G of Article VIII, as follows:

"ARTICLE VIII

...

- G. Other Adjustment-Related Notices. In the event that at any time:
- (a) the Corporation shall declare a dividend (or any other distribution) upon its Common Shares;
 - (b) the Corporation shall offer for subscription pro rata to the holders of any class of its Common Shares any additional shares of stock of any class or other rights;
 - (c) there shall be any capital reorganization, reclassification of the capital stock of the Corporation, or consolidation or merger of the Corporation with, or sale of all or substantially all of its assets to, another corporation; or
 - (d) there shall be any voluntary or involuntary dissolution, liquidation, winding up or similar distribution of the Corporation;

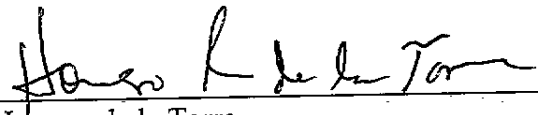
then, in connection with any such event, the Corporation shall give, by first class mail, postage prepaid, addressed to the holders of Series A Preferred at the address for each such holder as shown on the books of the Corporation: (a) at least 30 days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Shares shall be entitled thereto) or for determining rights to vote in respect of such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, winding up or similar distribution; and (b) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, winding up or similar distribution, at least 30 days prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Shares shall be entitled to exchange their Common Shares for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation, winding up or similar distribution). Any notice required by this subsection may be waived by vote or written consent of the holders of a majority of the Series A Preferred."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of ATLANTICO SHOE CORP. as of this 15th day of May, 2000.

ATLANTICO SHOE CORP.,
a Florida corporation



Homero de la Torre
President