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ALAN S GASSMAN PA

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FLORIDA DIVISION OF CORPORATIONS

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FROM: GASSMAN & CONETTA, P.A.
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CONTACT: ALAN S GASSMAN
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FAX #:

NAME: VALENTINES USA, INC.

AUDIT NUMBER.....H98000013912

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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ARTICLES OF AMENDMENT OF
VALENTINES USA, INC.

THE UNDERSIGNED, ALAN S. GASSMAN, being the Vice President and Assistant Secretary, of VALENTINES USA, INC., does hereby certify that the following Amendment to the Articles of Incorporation of VALENTINES USA, INC. was approved by the Stockholders of said Corporation on the 28th day of July, 1998, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of VALENTINES USA, INC. are hereby amended as follows:

1. Article I is hereby deleted and the following is inserted in lieu thereof:

ARTICLE I

1. The name of the Corporation shall be BED & BATH WORKS, INC.
2. All amendments included herein were adopted July 28, 1998 pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.
3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote the 28th day of July, 1998.
4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
Florida Bar #: 371750
(813) 442-1200

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 28th day of July, 1998.

BED & BATH WORKS, INC.

By: *Alan S. Gassman*
ALAN S. GASSMAN

Its: Vice President

ATTEST:
Alan S. Gassman
ALAN S. GASSMAN

Its: Assistant Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 28th day of July, 1998, before me Ellen M. Tischer (name of notary) the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Ellen M. Tischer
Notary Public

My Commission Expires:
JAB\BRUSH\CORP\AME :emt 7-27-98



Alan S. Gassman, Esquire
1245 Court Street Suite 102
Clearwater, FL 33756
Florida Bar #: 371750
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