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Division of Corporations

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P99000013075

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**BASIC AMENDMENT**

**BORDERS USA, INC.**

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AMEND  
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1-13  
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FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 13, 2003

BORDERS USA, INC  
1120 RIVER BIRCH STREET  
HOLLYWOOD, FL 33019

SUBJECT: BORDERS USA, INC  
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FROM : ((( H03000015365 )) FAX NO. :

Jan. 10 2003 02:33PM P2

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BORDERS USA, INC**

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Pursuant to section 607-1006, Florida Statute, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** The name of the corporation is BORDERS USA, INC


**SECOND:** the corporation adopted the following amendment to the articles of incorporation:

**ARTICLE I - The new address is: 1679 NW 144 WAY  
PEMBROKE PINES, FL 33028**

**ARTICLE VI - The new directors :**

**ROBERTO DE OLIVEIRA CESAR JR 1679 NW 144 WAY  
PRESIDENT PEMBROKE PINES, FL 33028**

**THIRD:** The amendment was adopted by all shareholders of the corporation on the 10 DAY OF JANUARY OF 2003.

  
**ROBERTO DE OLIVEIRA CESAR JR  
PRESIDENT**