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November 5, 1999

VIA FEDERAL EXPRESS

Division of Corporations Amendment Section 409 E. Gaines Street Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Value Mart, Inc. which amends the name of the corporation to Margate Fashion Center, Inc. We have also enclosed our check in the amount of \$96.25, which represents \$35.00 for the filing fee, \$52.50 for a certified copy, and \$8.75 for a certificate of status.

Please overnight the documentation to us via Federal Express. Our account number is 1064-4380-7.

Should you have any questions in regard to this matter, please do not hesitate to contact me.

Very truly yours,

LISA SCOTSON

Paralegal to Jeffrey Feinberg

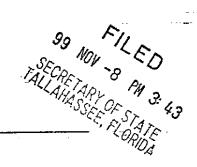
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Enclosures

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SECREJARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



VALUE MART, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME, IS HEREBY AMENDED TO READ:

MARGATE FASHION CENTER, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	he date of each amendment's adoption: 115/95
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
ū	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
0	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature _	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR	
(By a director if adopted by the directors)	
OR	
(By an incorporator if adopted by the incorporators)	
	Jeffrey Feeribers Typed or printed name
	Incorporator