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FROM: RUDNICK & WOLFE

CONTACT: JUDITH E COVEY

ACCT#: 076424002364

PHONE: (813)229-2111

FAX #: (813)229-1447

NAME: ROOMS TO GO INC.

AUDIT NUMBER.....H98000015178

DOC TYPE.....BASIC AMENDMENT

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Amendment
8/18/98

DC

8/17

08/14/98 FRI 16:11 FAX 813 223 6317

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(904)922-3709

08/17/98 12:27 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1998

ROOMS TO GO INC.
ATTN: ACCOUNTS PAYABLE DEPT.
11540 HIGHWAY 92 EAST
SEFFNER, FL 33584

SUBJECT: ROOMS TO GO INC.
REF: S12841

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000015178
Letter Number: 298A00042496

H98000015178

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ROOMS TO GO INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1006 of the Florida Business Corporation Act, **ROOMS TO GO INC.**, a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment (this "**Amendment**") to amend its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is Rooms to Go Inc.
2. **Effect of Amendment.** The effect of this Amendment is to: (a) increase the number of authorized shares of Common Stock from 100 to 10,100; (b) create a new class of Common Stock which will differ from the currently issued and outstanding Common Stock only by voting rights; and (c) eliminate preemptive rights..
3. **Text of this Amendment.** The Seventh Article of the Articles of Incorporation is deleted in its entirety and the Fourth Article of the Articles of Incorporation is amended in its entirety to read as follows:

The Corporation is authorized to issue 10,100 shares of \$.01 par value Common Stock, which will be designated Common Stock which will be divided into 100 shares of Class A Common Stock and 10,000 Shares of Class B Common Stock. The shares of Common Stock issued and outstanding prior to the effective date of this Amendment will be designated Class A Common Stock. The rights of the Class A and Class B stock are the same, except that holders of Class A Common Stock will have 10,000 vote per share and holders of Class B Common Stock will have 1 vote per share

4. **Date of Adoption.** This Amendment was adopted August 14, 1998.
5. **Manner of Adoption.** This Amendment was adopted by the joint written consent of the sole member of the Board of Directors and by the sole shareholder of the Corporation. The number of votes cast for this Amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of August 14, 1998.

ROOMS TO GO INC.

By: _____

Larry Schwartz, Vice President

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602

(813) 229-2111

TAMPDOCS/REC/87698.v1 8/10/1998 9:55 AM

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