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ID Number: 3605

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Cardi's Department Store, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Cardi's Department Store, Inc.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 14, 1999, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)

"FIFTH: This corporation shall have authority to issue an aggregate of 10,000 shares of common stock, without par value, as follows:

1. 500 shares of Voting Common Stock, designated as Class A Common.
2. 9,500 shares of Non-Voting Common Stock, designated as Class B Common.

All of the common stock, Class A and Class B, shall have the same powers, preferences and rights, except, however, for the right to vote which shall exist solely in the Class A Common."

3. The number of shares of the corporation outstanding at the time of such adoption was thirty six; and the number of shares entitled to vote thereon was thirty six.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none")

Class	Number of Shares
None	

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5. The number of shares voted for such amendment was thirty six; and the number of shares voted against such amendment was none.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
None		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

The shareholders shall receive 100 shares of Class A and 1900 shares of Class B in exchange for and cancellation of each 12 shares of Common presently issued and outstanding.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. Date when amendment is to become effective: December 15, 1999
(not more than 30 days after the filing of these Articles of Amendment)

Dated December 14, 1999

Cardi's Department Store, Inc.

By ______________________

Its ______________ President ~~or Vice President~~

and ______________________

Its ______________ Secretary ~~or Assistant Secretary~~

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 14th day of December, 1999, personally appeared before me Nicholas Cardi, who being by me first duly sworn, declared that he/~~she~~ is the President of Cardi's Department Store, Inc., and that he/~~she~~ signed the foregoing document as President of the corporation, and that the statements therein contained are true.

____
Notary Public Alan L. Swartz
My Commission Expires: 6/18/01