

CERTIFICATE OF AMENDMENT

1-23-90

OF

CERTIFICATE OF INCORPORATION

~~The TJX Operating Companies, Inc.~~, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Corporation's Certificate of Incorporation, as amended, be further amended by adding thereto a paragraph 13 to read in its entirety as follows:

"13. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Delaware General Corporation Law, as so amended.

"Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

Rec'd & Filed FEB 02 1988

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SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said The TJX Operating Companies, Inc. has caused this certificate to be signed by Donald G. Campbell, its Senior Vice-President and attested by Jay H. Meltzer, its Secretary this 18th day of January, 1990.

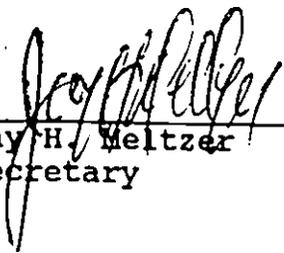
THE TJX OPERATING COMPANIES, INC.

By:

  
\_\_\_\_\_  
Donald G. Campbell  
Senior Vice President

ATTEST:

By:

  
\_\_\_\_\_  
Jay H. Meltzer  
Secretary

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

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