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State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

Stores R' Us, 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:

FIRST: The name of the corporation is Stores R' Us, Inc.

SECOND: The shareholders of the corporation on _____, 1993, 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)]

The name of the corporation shall be changed to: Stores R Us, Inc.

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200 ; and the number of shares entitled to vote thereon was 200

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

<u>Class</u>	<u>Number of Shares</u>
No Par Value, Common Stock	200

FIFTH: The number of shares voted for such amendment was 200 ; and the number of shares voted against such amendment was 0

SIXTH: 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")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: 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)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No Change

Dated September 1, , 1993

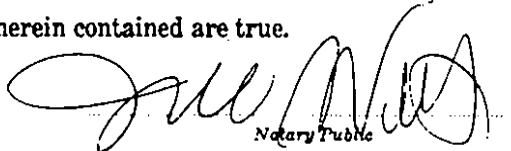
Stores R Us, Inc.
By Allen C. [Signature]
Its President
and Allen C. [Signature]
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE in said county on this 1st day of
September, 1993, personally appeared before me William P.
Sibilia, who, being by me first duly sworn, declared that he is the
President & Secretary of Stores R Us, Inc.

that he signed the foregoing document as said President & Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)