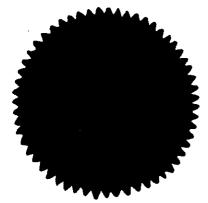


J. Walton H. Simpson, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "W. T. GRANT COMPANY", as received and filed in this office the first day of May, A.D. 1972, at 2 o'clock P.M.

In Te	stimony	Whereof,	I have here	unto set my h	and
ando	llicial sec	al at Dover	this thir	·d	day
				e year of our L	
on	e thousa	ndninehu	ndred and	seventy-two.	



Secretary of State

R & Calchell

Ass's Secretary of State

CERTIFICATE OF AMENDMENT

тo

CERTIFICATE OF INCORPORATION

OF

W. T. GRANT COMPANY

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

The W. T. GRANT COMPANY (the "Corporation"), organized and existing under and by virtue of the General
Corporation Law of the State of Delaware, does hereby
certify:

FIRST: Article THIRD of the Certificate of the Corporation is hereby amended by striking out the section of such Certificate of Incorporation designated "THIRD" and by inserting in place thereof a new Article THIRD to be and read as follows:

"THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware." SECOND: That the foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being a Vice President of the Corporation has made, signed and acknowledged this Certificate of Amendment this $\Im 8$ day of April, 1972.

CORPORATE SEAL

Vice President

Attested to by

Secretary