

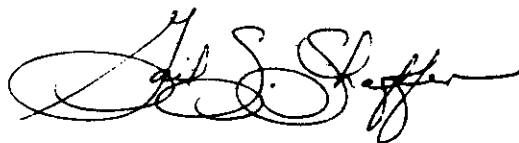
State of New York }
Department of State } ss.:

26645

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 30 1984



Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROOKS FASHION STORES, INC.
UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW

* * * * *

WE, THE UNDERSIGNED, ANDREW SAIL and RICHARD M. FELNER,
being respectively the President and the Secretary of BROOKS
FASHION STORES, INC., hereby certify:

1. The name of the corporation is BROOKS FASHION
STORES, INC. The name under which the corporation was formed is
B.S. FASHION STORES CO., INC.
2. The Certificate of Incorporation of said corpora-
tion was filed by the Department of State on the 24th day of
July, 1923.
 - (a) The Certificate of Incorporation is amended
to increase the number of authorized Common shares from nine
million (9,000,000) at Ten Cents (\$.10) par value each to fifteen
million (15,000,000) at Ten Cents (\$.10) par value each. The
number of authorized Common B shares will remain unchanged at one
million one thousand two hundred fifty (1,001,250) at Ten Cents
(\$.10) par value each.

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(b) To effect the foregoing, Article "IV", relating to the authorized capital stock of the corporation, is amended to read as follows:

"The aggregate number of shares the corporation shall have authority to issue is sixteen million one thousand two hundred fifty (16,001,250) consisting of fifteen million (15,000,000) shares of Common stock, par value Ten Cents (\$.10) per share and one million one thousand two hundred fifty (1,001,250) shares of Class B Common stock, par value Ten Cents (\$.10) per share."

4. The amendment was authorized in the following manner:

By a majority of all the outstanding shares entitled to vote.

IN WITNESS WHEREOF, we have signed this certificate on the 21st day of March, 1984, and we affirm the statements contained therein as true under penalty of perjury.



Andrew, President



Richard M. Feiner, Secretary

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MAR 26 1984 AM '84

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 26 1984

AMT. OF CHECK	322.50
FILING FEE \$	63
TAX \$	3.00
COUNTY FEE \$	3.50
COPY \$	
CERT \$	
REFUND \$	
SPEC HANDLE \$	

New

CERTIFICATE OF AMENDMENT

OF

BROOKS FASHION STORES, INC.

UNDER SECTION 805 OF THE
BUSINESS CORPORATION LAW

 Legal Department
 Brooks Fashion Stores, Inc.
 370 Seventh Avenue
 New York, New York 10001

MAR 26 12 55 PM '84

FILED

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MAR 26

Handwritten notes:
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 Stores Inc.
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 11-11-68

Handwritten: 2/3/66