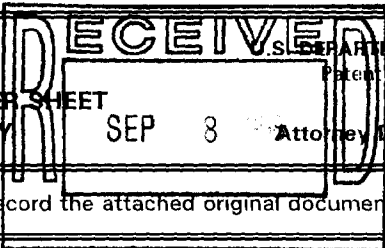


09-24-1998



DRM COVER SHEET
MARKS ONLY



Attorney Docket No.: 6180-G

100838769

To the U.S. Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Spains, Inc.

9-8-98

2. Name and address of receiving party(ies):

Dollar Express, Inc.
1700 Tomlinson Road
Philadelphia, PA 19116

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Pennsylvania
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: Articles of Amendment
- Merger
- Change of Name

Execution Date: July 20, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

75/507,754
75/507,874

B. Trademark Registration No.(s):

1,834,110
2,093,538

5. Name and address of party to whom correspondence document should be mailed:

ROBERTA JACOBS-MEADWAY, ESQ.
PANITCH SCHWARZE JACOBS & NADEL, P.C.
2005 Market Street - 22nd Floor
Philadelphia, PA 19103-7086
Telephone: (215) 567-2020
Facsimile: (215) 567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
3 x \$25.00 = \$ 25.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

09/23/1998 JSNDRZ 00000154 160235 75507754

01 FC:441 40.00 CH
02 FC:482 75.00 CH

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Roberta Jacobs-Meadway
Name of Person Signing

Signature

September 2, 1998
Date

Total number of pages including cover sheet, attachments and document: [8]

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO THE PATENT AND TRADEMARK OFFICE OFFICE OF PUBLIC RECORDS, CRYSTAL GATEWAY 4, ROOM 335, WASHINGTON, D.C. 20231

BY: _____
DATE: 9-2-98

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS
BEING DEPOSITED WITH THE UNITED STATES POSTAL
SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE
ADDRESSED TO: U.S. PATENT AND TRADEMARK OFFICE
OFFICE OF PUBLIC RECORDS, CRYSTAL GATEWAY 4,
ROOM 335, WASHINGTON, D.C. 20231

BY: _____

DATE: 7-2-98

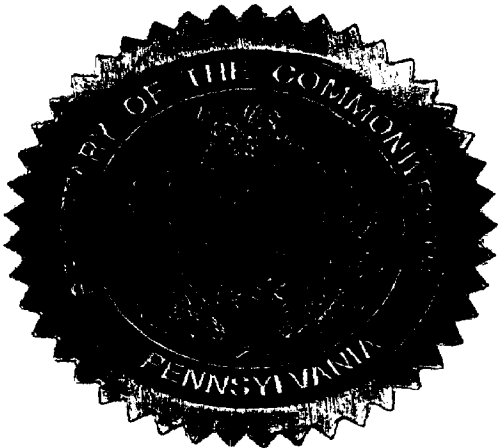
C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

JULY 29, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on July 24, 1998, Effective August 1, 1998, at 12:01 a.m., for SPAIN'S INC., a Pennsylvania corporation, incorporated June 23, 1992, whereby the corporate name was changed to DOLLAR EXPRESS, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Gwette L. ...", is written over a horizontal line.

Secretary of the Commonwealth

SSCH

TRADEMARK
REEL: 1790 FRAME: 0606

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

596

DOLLAR EXPRESS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2095864

MICROFILM NUMBER: 09856

1029-1033

ESQUIRE ASSIST
COUNTER

FRAN MURPHY

TRADEMARK
REEL: 1790 FRAME: 0607

9856-1029

JUL 24 1998

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2095064

[Signature]
Secretary of the Commonwealth

[Handwritten mark]

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: _____
SPAIN'S, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1700 Tomlinson Road, Philadelphia, PA 19116 PHILA. COUNTY
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA BUSINESS CORPORATION LAW OF 1988 AS AMENDED

4. The date of its incorporation is: July 1, 1992

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: August 1, 1998 at 12:01 a.m.
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

JUL 24 98
PA Dept. of State

EXHIBIT "A"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOLLAR EXPRESS, INC.

1. Name. The name of the corporation (hereinafter referred to as the "Company") is: Dollar Express, Inc.
2. Registered Office. The address of the Company's registered office in the Commonwealth of Pennsylvania is: 1700 Tomlinson Road, Philadelphia, PA 19116 (Philadelphia County).
3. Corporate Powers. The Company shall have the unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended, or any successor provision thereto.
4. Term. The term for which the Company is to exist is perpetual.
5. Capital Stock. The aggregate number of shares of capital stock which the Company shall have authority to issue is one hundred million (100,000,000) shares, of which (a) seventy-five million (75,000,000) shares shall be designated as Common Stock having a par value of \$.01 per share, with seventy-four million (74,000,000) shares being designated as Voting Common Stock and one million (1,000,000) shares being designated as Non-Voting Common Stock, and (b) twenty-five million (25,000,000) shares shall be designated as Preferred Stock having a par value of \$.01 per share.

The following is a statement of the designations, voting rights, preferences, limitations, and the special rights granted to or imposed upon the shares of each such class.

Common Stock

- (a) The voting power of the holders of the Common Stock of the Company shall be vested exclusively in the holders of the Voting Common Stock, and the holders of the Non-Voting Common Stock shall not be entitled to any voting powers whatsoever, except as may be otherwise required by law. In the event that the holders of the Non-Voting Common Stock are entitled to vote on any matter, the holders of the Voting Common Stock and Non-Voting Common Stock shall vote together as a single class.

- (b) The holders of the Voting Common Stock and Non-Voting Common Stock shall not have the right to subscribe to any additional shares of stock which the Company may now or hereafter authorize.
- (c) When and as declared by the Board of Directors, the holders of the Voting Common Stock and the holders of the Non-Voting Common Stock shall participate equally as to any cash and/or stock dividend declared on the Common Stock, in proportion to their respective holdings of the Common Stock. In the event the Company declares a stock dividend, the holders of the Non-Voting Common Stock shall be entitled to receive shares of Non-Voting Common Stock, and the holders of the Voting Common Stock shall be entitled to receive shares of Voting Common Stock and/or Non-Voting Common Stock.
- (d) Upon the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the assets of the Company remaining after the payment of all creditors and prior claimants, shall be divided among all creditors and prior claimants and holders of shares of any series of the Company's Preferred Stock having liquidation rights senior in preference to that of the holders of the Company's Common Stock, shall be divided among and paid to the holders of the Voting Common Stock and Non-Voting Common Stock, in accordance with their respective holdings, without preference of either class over the other.

Preferred Stock

- (a) Issue in Series. Preferred Stock may be issued from time to time in one or more series, each such series to have the terms stated herein and in the resolution of the Board of Directors providing for its issue. All shares of any one series of Preferred Stock shall be identical, but shares of different series of Preferred Stock need not rank equally or be identical except insofar as provided by law.
- (b) Creation of Series. The Board of Directors shall have authority by resolution to cause to be created one or more series of Preferred Stock, and to determine and fix with respect to each series, prior to the issuance of any shares of the series to which such resolution relates:
 - (i) the distinctive designation of the series and the number of shares which shall constitute the series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;
 - (ii) the dividend rate, if any, and the times of payment of dividends on the shares of the series, whether dividends shall be cumulative, and, if so, from what date or dates;

- (iii) the price or prices at which, and the terms and conditions on which, the shares of the series may be redeemed at the option of the Company;
- (iv) whether or not the shares of the series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions relative to the operation thereof;
- (v) whether or not the shares of the series shall be convertible into, or exchangeable for, shares of any other series of the same or any other class or classes of stock of the Company, and if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- (vi) the rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;
- (vii) whether or not the shares of the series shall have priority over or parity with or be junior to the shares of any other series or class in any respect or shall be entitled to the benefit of limitations restriction the issuance of shares of any other series or class having priority over or being on a parity with the shares of such series in any respect, or restricting the payment of dividends on, or the making of other distributions in respect of, shares of any other series or class ranking junior to the shares of the series as to dividends or assets, or restricting the purchase or redemption of the shares of any such junior series or class, and the terms of any such restrictions;
- (ix) whether the series shall having voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights; and
- (x) any other designations, voting rights, preferences, limitations, or special rights of that series.

6. Cumulative Voting. The Shareholders of the Company shall not have the right to cumulate their votes for the election of directors of the Company.

7. Personal Liability of Directors. No director of the Corporation, as such, shall be personally liable for monetary damages for such action taken, or any failure to take any action, unless: (a) the director has breached or failed to perform the duties of his or her office under Section 1721 of the Pennsylvania Business Corporation Law of 1988, as amended, or any successor provision thereto; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall

not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or Federal law.

8. Opt Out. Subchapters E, F, G, H, I and J of Chapter 25 of the Pennsylvania Business Corporation Law of 1988, as amended, shall not be applicable to the Company.

9. Amendment. The Company reserves the right, from time to time, to amend, alter or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter provided by statute for the amendment of articles of incorporation.