

Registration Nos.

2,650,295

2,495,654

2,499,671

2,542,596

2,549,472

2,549,473

2,542,595

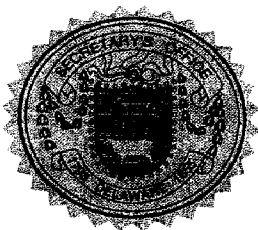
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BLUELIGHT.COM LLC", CHANGING ITS NAME FROM "BLUELIGHT.COM LLC" TO "KMART.COM LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004, AT 12:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTEENTH DAY OF NOVEMBER, A.D. 2004.



3138594 8100

040767255

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3431957

DATE: 10-25-04

TRADEMARK
REEL: 003097 FRAME: 0953

CERTIFICATE OF AMENDMENT
OF
BLUELIGHT.COM LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:43 PM 10/25/2004
FILED 12:33 PM 10/25/2004
SRV 040767255 - 3138594 FILE

1. The name of the limited liability company is Bluelight.com LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

Paragraph A of Certificate of Formation of BLUELIGHT.COM LLC, is hereby amended to read as follows:

Name. The name of the limited liability company is Kmart.com LLC (the "Company").

3. This Certificate of Amendment shall be effective on November 13, 2004

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of BLUELIGHT.COM LLC this 20th day of October, 2004



Karen A. Austin, Director, CEO and President, of
BLUELIGHT.COM LLC