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July 7, 1998

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<u>CERTIFIED MAIL</u> RETURN RECEIPT REQUESTED

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Kiss's

Kiss's Kids, Inc.

Articles of Amendment

Dear Sir or Madam:

Enclosed please find the original and one copy of the signed Articles of Amendment for Articles of Incorporation of Kiss's Kids, Inc. Kindly file the Articles of Amendment, and send a certified copy of the filed document and filing receipt to my attention in the envelope provided. Enclosed is our firm check in the amount of \$87.50 payable to the Florida Department of State, representing payment of the filing fee of \$35.00 and certified copy fee of \$52.50.

Thank you for your attention to this request. Please do not hesitate to contact me at (716) 263-1086 if you have any questions in this regard.

Very truly yours,

Paralegal

Betty Reynolds

Enclosures

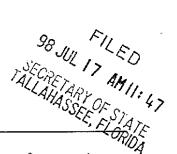
cc: Christopher Baldwin

Michael J. Cooney, Esq. (w/o encl.)

Julia Sherelis (w/o encl.)

JUL 2 0 1998

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of KISS'S KIDS, INC.



Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED OR DELETED.)

The Articles of Incorporation are hereby amended to effect the following:

- a. To amend Article I, presently reading in its entirety as follows: "The name of the corporation shall be KISS'S KIDS, INC."
- b. Article I is amended to read in its entirety as follows: "The name of the corporation shall be 10 Who Care, Inc."

SECOND: THIRD:	The date of adoption of the amendment(s) was: June 18, 1998 Adoption of Amendment (CHECK ONE)
	The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
X	There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.
Kiss's Kids, Inc.	
Corporation Name Leu Mulle	
Signature of Chairman, Vice Chairman, President or other officer	
Steve Mauldin	
Typed of printed name	
Presid	den+ / Director 6/18/98
	Title Date