

P00000002905



Smith & Hopon, P.A.
TALLAHASSEE, FLORIDA

April 30, 2002

Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32614

FILED
02 MAY -3 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment to Articles of Incorporation for Baby Steps Video, Inc.
Our Ref: 1225

Dear Division of Corporations:

We enclose an amendment to the above-identified corporation.

Best regards,

SMITH & HOPEN, PA

By: Anton J. Hopon
anton.hopen@baypatents.com

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AJH/
encl.

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3P8
5-3-02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Baby Steps Video, Inc.

(present name)

P0000002905

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI is hereby deleted and replaced as follows:

The name and address of the board of directors shall be:

Lisa Hopen
15950 Bay Vista Drive
Suite 220
Clearwater, FL 33760

Anton Hopen
15950 Bay Vista Drive
Suite 220
Clearwater, FL 33760

ARTICLE VII is hereby amended to delete Denise Moore as Secretary and Anne Bastow as President.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

45,000 shares currently owned by Anne Bastow are purchased by the corporation.

5,000 shares currently owned by Denise Moore are purchased by the corporation.

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THIRD: The date of each amendment's adoption: April 30, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of April, 2002

Signature *Lisa M. Hopen*

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lisa M. Hopen

(Typed or printed name)

Chief Executive Officer

(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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