9500000134 IIGANDO & ASSOCIATES, INC. ORDINATION OF THE PH 3: 31

Email: augando@hotmail.com

July 13, 2002

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

100006459851----07/17/02--01013--002 *****52.50 *****52.50

Ladies and Gentlemen:

Enclose please find an original with a copy of the Articles of Amendment to Articles of Incorporation of Mariano Sevilla, Inc. Also included is a check in the amount of \$52.50 as payment of the filing fee, a certified copy and certificate of status.

Kindly process the Articles of Amendment and forward the necessary documentation to our office.

Thanking you in advance, I remain.

Sincerely,

For The Firm

AU/mu

Enc.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 24, 2002

ANTONIO A. UGANDO 2866 SW 176TH TERRACE MIRAMAR, FL 33029

SUBJECT: MARIANO SEVILLA, INC.

Ref. Number: P9500000134

We have received your document for MARIANO SEVILLA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard Corporate Specialist

Letter Number: 002A00044991

Rec'd 10/8

UGANDO & ASSOCIATES, INC.

2866 SW 176th Terrace Miramar, Fl 33029 Telephone: (954) 432-6794 Fax: (954) 392-1470

September 30, 2002

Velma Shepard Florida Department of State Division of Corporations P.O. Box 6327, Tallahassee, Fl 32314

Re: Mariano Sevilla, Inc. Number: P95000000134

Dear Velma:

We are enclosing the corrected above referenced document along with copy of your letter as requested.

We are sorry being a little late, since we confused the 60 days of terms you gave us in your letter for an answer, with the 90 days we have to assign the date of adoption of this document from the date of filing. We are requesting you, please accept and validate our petition due to the reasons exposed before, and abate any extra charge to be collected by this unintentional delay.

We appreciate so much your kind cooperation in this respect. Should you have any another questions, please do not hesitate to call to the telephone number above.

Singerely,

P. Th. Pi

DIVISION OF CORPORATIONS
.020CT-8 PM 3:31

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MARIANO SEVILLA, INC.		
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(present name)		
- ,		
2072222224 (0)		
P9500000134 (3)		
(Document Number of Corporation (If known)	,	
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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 I is amended to read as follows:

ARTICLE I: The name of this Corporation shall be: THE BABY PLANET, INC.

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:

THIRD:	The date of each amendment's adoption: August 1, 2002
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
X	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 13th day of September , 2002.
Signature	Henries
	(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)
	MARIANO J. SEVILLA (Typed or printed name)
	PRESIDENT (Title)