



F99000002726

FILED
2002 JUN 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 599780 4802796
AUTHORIZATION : *Patricia Pizante*
COST LIMIT : \$ 35.00

ORDER DATE : May 29, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 599780-005

CUSTOMER NO: 4802796 300005651693-0

CUSTOMER: Ms. Lindsey S. Liebowitz
Feder, Kaszovitz, Isaacson,
750 Lexington Avenue
23rd Floor
New York, NY 10022-1200

FOREIGN FILINGS

NAME: MONOGRAM INTERNATIONAL, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

RECEIVED
02 MAY 30 PM 1:08
DIVISION OF CORPORATION

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

N.C.
C. Coulliette JUN 18 2002

KB/cc

This is a name change amendment that was rejected because the name wasn't available. The company didn't want to use a fictitious name so they changed their name in their home state again. Is there any way that we can skip the Resolution as they are going directly from one name to the other to the last one without a break in between?

I appreciate any help you can give me. If you have questions or need to talk to me, my extension is 1114.

Thanks,
Jana

There are now 2 amendments attached

RESUBMIT
Please give original
submission date as file date.

RECEIVED
02 JUN 18 PM 12:59
DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2002

CSC
ATTN: SARA
TALLAHASSEE, FL

SUBJECT: MONOGRAM INTERNATIONAL, INC.
Ref. Number: F99000002726

We have received your document for MONOGRAM INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00035021

File 151

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F99000002726

Document Number of Corporation (If known)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. MONOGRAM INTERNATIONAL, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. May 26, 1999 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 9, 2002

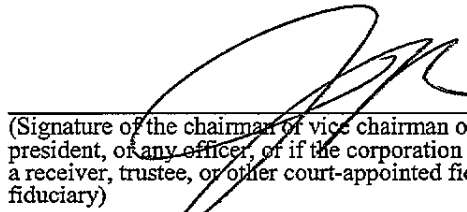
5. MG INTERNATIONAL, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Jack Friedman
(Typed or printed name)

6/13/02
(Date)

President
(Title)

Delaware

PAGE 1

The First State

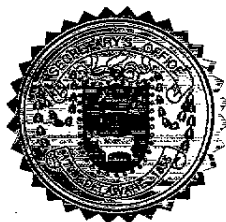
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MONOGRAM INTERNATIONAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MG INTERNATIONAL, INC.", THE NINTH DAY OF MAY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MG TOYS, INC." WAS INCORPORATED ON THE THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2973956 8320

AUTHENTICATION: 1834214

020387912

DATE: 06-17-02