

Jan-04-02 02:12pm

From: GREENBERG TRAUIG

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MARC I. SINDENSKY, ESQ.,  
GREENBERG TRAUIG, P.A.  
2255 Glade Road, 419A  
Boca Raton, FL 33431  
561-912-3200

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LIMITED LIABILITY AMENDMENT

TVI-MEM BABYUNIVERSE II, LLC

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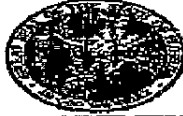
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Katherine Harris  
Secretary of State

January 3, 2002

TVI-MEM BABYUNIVERSE II, LLC  
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SUBJECT: TVI-MEM BABYUNIVERSE II, LLC  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
TVI-MEM BABYUNIVERSE II, LLC  
(a Florida limited liability company)**

**FIRST:** The Articles of Organization of **TVI-MEM BABYUNIVERSE II, LLC**, a Florida limited liability company (the "Company") were filed with the Secretary of State of Florida on December 26, 2001.

**SECOND:** The following amendment to the Company's Articles of Organization were adopted by written consent by the Sole Member of the Company:

**"ARTICLE I. Name:** The name of the Limited Liability Company is **TEX-MEM BABYUNIVERSE II, LLC (the "Company")."**

Dated: December 31, 2001

JJK Manager, Inc., a Florida  
corporation, Sole Member

By:   
Jeffrey Kukes, President  
Authorized Person

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