

M990000000638

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September 15, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32413

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-09/18/00--01118--002
*****33.75 *****30.00

Re: Application by Foreign Limited Liability Company to File Amendment
To Application for Authorization to Transact Business in Florida
- KG Investments, L.L.C., f/k/a KidsGrowth.com, L.L.C.
Our File No. 99-5200

FILED
00 SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Dear Sir or Madam:

I am enclosing with this letter an original Application by Foreign Limited Liability Company to File Amendment To Application for Authorization to Transact Business in Florida for the above-referenced entity, along with my firm check in the amount of \$33.75 to cover the filing fees. I am also enclosing a Certificate from the Secretary of State of the State of Delaware, certifying that a Certificate of Amendment was filed changing the company's name. Please send confirmation of the filing to the undersigned at the Tampa address listed above.

If you need anything further, please give me a call.

Sincerely,


Don B. Weinbren

M99-638


DBW/lab
Enclosures
cc: Mr. Richard Ferrelli

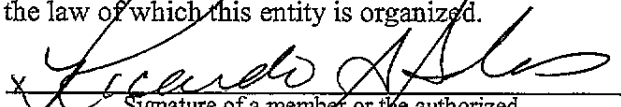
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: KIDSGROWTH.COM, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 29, 1999 (#M99000000638)

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: KG INVESTMENTS, L.L.C.
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

RICARDO A-SALAS
Typed or printed name of signee

FILED
00 SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KIDSGROWTH.COM,
L.L.C.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO
"KG INVESTMENTS, L.L.C.", THE SIXTH DAY OF SEPTEMBER, A.D. 2000,
AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

3024586 8320

AUTHENTICATION: 0662099

001450602

DATE: 09-07-00