P0300005758

DIVISION OF CORD CRATION

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1/24/03

Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

Re: XO KIDZ CORP>

Gentlemen:

Attached please find required documentation to change our corporate name.

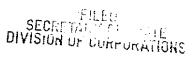
Any questions, feel free to contact me at 954-383-1654.

Please return to:

Kathy Del Calvo 100 South Birch Road Unit 1101 Fort Lauderdale, Florida 33316

Regards.

Kathryn Del Calvo



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

03 JAN 27 PM 3: 44

(present name)
P0300005758
(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)

The name of the Corporation is changed to:

XO KIDZ CORP

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:

n/a

THIRD:	The date of each amendment's adoption: $1/22/03$.
FOURTH	I: 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 22 day of January, 2003.
Signature	(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)
	Robert Williams (Typed or printed name)
	President_ (Title)