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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED FEB 01 2007

FLUID FILLED INSOLES, INC.  
242 Chase Avenue  
Winter Park, Florida 32789

Phone: 407-342-2203  
FAX: 407-629-9021

January 23, 2007

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Name Change Amendment

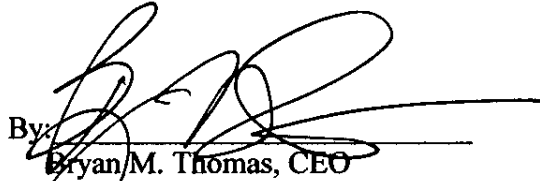
Gentlemen:

In connection with the settlement of litigation, a corporation formerly known as "Happy Feet, Inc." has changed its name. Since that name is no longer assigned, Fluid Filled Insoles, Inc. wishes to change its name to "Happy Feet, Inc."

Please advise what steps are necessary to complete this name change if the enclosed filing is insufficient.

Very truly yours,

FLUID FILLED INSOLES INC.

By:   
Bryan M. Thomas, CEO

BMT/pa

Enclosures

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLUID FILLED INSOLES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article I is amended as follows:

The name of this corporation shall be: HAPPY FEET, INC.

SECOND: The date of this Amendment's adoption: January 1, 2007


THIRD: This Amendment was adopted by the Sole Director without shareholder action and shareholder action was not required.

Signed this \_\_\_\_ day of January, 2007.

  
BRYAN M. THOMAS, Sole Director

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22<sup>ND</sup> day of January, 2007, by BRYAN M. THOMAS, who ☒ is personally known to me or            produced            as identification and who did not take an oath.

  
Notary Public

Printed Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
Patricia A. Andrews  
Commission # DD596182  
Expires: SEP 20, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

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