

Division of Corporations

P94 000023067

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000054360 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305)579-0300
Fax Number : (305)579-0321

FILED
00 OCT 16 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MOMMY & ME ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

RECEIVED
00 OCT 16 AM 10:22
DIVISION OF CORPORATIONS

AMEND
REC
10-17

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MOMMY & ME ENTERPRISES, INC.

FILED
00 OCT 16 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Mommy & Me Enterprises, Inc., a Florida corporation, by its Chief Executive Officer, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Mommy & Me Enterprises, Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by deleting ARTICLE III thereof in its entirety and by inserting, in lieu thereof, the following new ARTICLE III:

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$.01 par value per share.


FURTHER RESOLVED, that upon effectiveness of the foregoing amendment the 100 shares of issued and outstanding shares of the corporation's common stock be automatically converted, without any action on the part of the holders thereof, into 4,970,000 shares of common stock, \$.01 par value per share, of the corporation to be issued to and owned of record by the shareholders and in the numbers set forth in that certain Ratification Agreement and Plan of Reorganization, by and among the corporation and all of the shareholders of the corporation, dated as of September 10, 2000.

3. The date of the adoption of the amendment by the shareholders of the corporation was September 10, 2000.
4. The number of votes cast for approval of the amendment by the shareholders was sufficient for approval.

Dated: September 10, 2000.

MOMMY & ME ENTERPRISES, INC.

By


Lawrence J. Bracco,
Chief Executive Officer

(((H00000054360 3)))