

Rosen & Reade, LLP

COUNSELLORS AT LAW

PHILLIPS POINT, WEST TOWER
777 SOUTH FLAGLER DRIVE, SUITE 1102
WEST PALM BEACH, FL 33401

(561) 833-2410

FACSIMILE (561) 833-8387

e-mail: mschepps@rosenread.com

www.rosenread.com

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NY 10017-2049
(212) 303-9000

CONNECTICUT OFFICE
TWO GREENWICH PLAZA
SUITE 100
GREENWICH, CT 06830
(203) 358-8325

MITCHELL D. SCHEPPS

ADMITTED IN NY AND FL

PA7000048488

October 6, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-10/08/99--01079--012
*****35.00 *****35.00

Re: Time Out for Kinds, Inc., a Florida corporation

Dear Sir or Madam:

In connection with the pending change in corporate name of the above-referenced Florida corporation, enclosed please find the following:

1. Original and one copy of Articles of Amendment to Articles of Incorporation;
2. Our firm's check in the amount of \$35; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed Articles of Amendment.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

Rita M. Burdo

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Julian E. Hirsch, D.C. (w/enc.)

Time Out for Kids-SOS,ltz.wpd

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIME OUT FOR KIDS, INC.**

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

FIRST: The name of the corporation is TIME OUT FOR KIDS, INC. (the "Corporation").

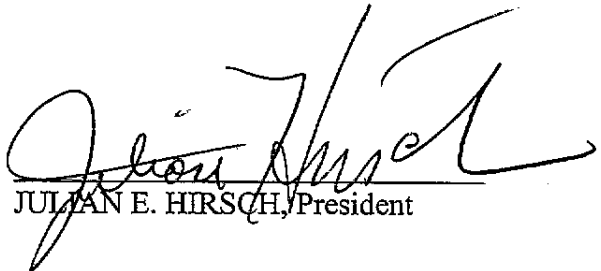
SECOND: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"Article I - Corporation Name

The name of the Corporation is A TIME FOR KIDS, INC."

THIRD: This Amendment was approved and adopted by the sole shareholder of the Corporation on October 1, 1999.

The undersigned, the President of the Corporation, has executed these Articles of Amendment on October 1, 1999.


JULIAN E. HIRSCH, President