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BASIC AMENDMENT

VIDKID DISTRIBUTION, INC.

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

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**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
VIDKID DISTRIBUTION, INC.**

The undersigned, being the president and secretary of, **VIDKID DISTRIBUTION, INC.** (the "Company") and being duly authorized by the Board Directors hereby certifies that:

**FIRST:** Article I of the Articles of Incorporation is hereby amended read as follows:

The name of this corporation is: **IBX GROUP, INC.**

**SECOND:** The following Article XII shall be added to the Corporation's Articles of Incorporation.

**ARTICLE XII  
DIRECTORS AND OFFICERS**

The following directors are hereby nominated to serve as directors of Company until the next annual shareholders meeting.

Evan Brovenick  
Alvin Brovenick  
Adam Cohen  
Steven Adelstein  
Mitchell Hershey  
David Blechman

Evan Brovenick shall serve as president and treasurer. David Blechman shall serve as vice president and secretary.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the issued and outstanding shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting on September 28, 2001. The number of votes cast by the shareholders was sufficient for approval.

**THIRD:** The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the

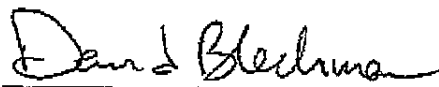
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THIRD: The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned have submitted these Certificate of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 28th day of September 2001.



Evan Brovenick, president



David Blechman, secretary

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