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Division of Corporations

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NO.213 P01
Page 1 of

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PROJECT

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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BASIC AMENDMENT

EVERYTHING BUT THE BABY, INC.

Certificate of Status	0
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Estimated Charge	\$43.75

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NO.213 002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

EVERYTHING BUT THE BABY, INC.
316 NE 4 STREET
FORT LAUDERDALE, FL 33301

SUBJECT: EVERYTHING BUT THE BABY, INC.
REF: P97000089105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE WORD "INITIAL" MUST BE DELETED FROM ARTICLE V - REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6095.

Jennifer Sindt
Data Processing Control Specialist Letter Number: 601A00061853
FAX Aud. #: H01000115059

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EVERYTHING BUT THE BABY, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1007, the undersigned officers do hereby certify:

FIRST: The name of the corporation is Everything But The Baby, Inc.

SECOND: Attached hereto and made a part hereof is the entire text of the Articles of Incorporation of the corporation and the Restated Articles of Incorporation correctly sets forth the text of the Articles of Incorporation as amended to the date of the Restated Articles of Incorporation.

THIRD: The Amendments included in this Restated Articles of Incorporation have been adopted with shareholder approval pursuant to Section 607.1007 of the Florida Business Corporation Act and are as follows:

- A. Article I, Name, is amended by changing the name of the corporation from Everything But the Baby, Inc. to Baby Universe, Inc. and by changing the principal place of business and mailing address of the corporation. The new principal place of business and mailing address of the corporation is reflected in new Article II.
- B. Article II, Nature of Business, is redesignated as Article III.
- C. Article III, Capital Stock, is redesignated as Article IV and is further amended by authorizing 5,000,000 shares of preferred stock and designating 2,237,583 shares of preferred stock as Series A Convertible Preferred Stock.
- D. Article IV, Registered Agent, is redesignated as Article V and the address of the registered agent is changed.
- E. Article V, Term of Existence, is redesignated as Article VI.
- F. Article, VI, Officers, and Article VII, Special Provision, are deleted.
- G. Article VIII, Incorporator, is redesignated as Article VII.

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- H. Article VIII, denying preemptive rights, and Article IX, providing that the corporation shall indemnify all persons whom it has the power to indemnify, are hereby added to the Articles of Incorporation.

FOURTH: The Articles of Incorporation of the Corporation are hereby restated as further amended or changed herein to read as follows:

ARTICLE I. NAME

The name of the corporation (hereinafter called the "Corporation") is Baby Universe, Inc.

ARTICLE II. PRINCIPAL ADDRESS

The principal place of business and mailing address of the Corporation shall be 316 N.E. 4th Street, Ft. Lauderdale, Florida 33301.

ARTICLE III. NATURE OF BUSINESS

The nature of the business and the purposes to be conducted and promoted by the corporation are to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV. CAPITAL STOCK

A. The aggregate number of shares that the Corporation shall have authority to issue is 15,000,000, of which 10,000,000 shall be shares of common stock, par value \$.001 per share (the "Common Stock"), and 5,000,000 shall be shares of undesignated preferred stock, \$.001 per share (the "Preferred Stock").

B. All shares of Common Stock shall be identical with each other in every respect. The holders of the Common Stock shall be entitled to vote on all matters upon which the stockholders have the right to vote and shall be entitled to one vote for each share of Common Stock. The Common Stock shall be subject to all rights, preferences, powers and priorities of the Preferred Stock.

C. The Preferred Stock may be issued, from time to time, in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated in the resolutions adopted by the Board of Directors providing for the issuance of such Preferred Stock or series thereof; and the Board of Directors is hereby expressly vested with authority to fix such designations, preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions for each series, including, but not by way of limitation, the power to affix the redemption and liquidation preferences, the rate of dividends payable and the time for and the priority of payment thereof and to determine whether such dividends shall be

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cumulative or not and to provide for and affix the terms of conversion of such Preferred Stock or any series thereof into Common Stock of the Corporation and fix the voting power, if any, of Preferred Stock or any series thereof.

D. The first class of Preferred Stock shall consist of 10,000 shares and is designated as the Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The rights, preferences, powers and priorities of the Series A Convertible Preferred Stock are as follows:

1. Dividends. Without limitation to the foregoing, the holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends in an amount equal to such dividend as is declared on the Common Stock multiplied by the number of shares of Common Stock into which the Series A Preferred Stock is then convertible.

2. Liquidation Preference. (a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation") the holders of the shares of Series A Preferred Stock shall be entitled to receive before any distribution or payment is made upon the Common Stock or any other series of Preferred Stock, an amount equal to \$0.134 per share of Series A Preferred Stock, as adjusted from time to time to reflect any stock split, stock dividend, subdivision, combination or the like with respect to shares of Series A Preferred Stock, occurring after the date the Corporation first issues shares of Series A Preferred Stock (the "Original Issue Price"), plus all accrued and unpaid dividends to such date (collectively, the "Liquidation Preference"). If upon any Liquidation, the assets to be distributed among the holders of Series A Preferred Stock shall be insufficient to permit payment in full to the holders of Series A Preferred Stock of the Liquidation Preference, then the entire assets of the Corporation shall be distributed ratably among such holders in proportion to the full respective distributive amounts to which they are entitled. The Liquidation Preference shall be payable to the holders of the Series A Preferred Stock upon the occurrence of a Liquidation; provided, however, in the event of any delay in the receipt of funds by the Corporation in connection therewith by virtue of any escrow arrangement, promissory note, deferred payment of proceeds or otherwise, any remaining portion of the Liquidation Preference shall be payable upon receipt of such funds. The term Liquidation shall not include any of the transactions described in Section 2(c) below or any Liquidation resulting from such a transaction.

(b) Written notice of a Liquidation, stating a payment date, the estimated amount of the Liquidation Preference and the place where said amounts shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the Liquidation event stated therein, to each holder of record of Series A Preferred Stock at his post office address as shown by the records of the Corporation.

(c) Certain Acquisitions.

(i) If the Corporation shall sell, convey, or otherwise dispose of all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any other

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transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation changes or is disposed of (other than a merger effected solely for the purpose of changing the domicile of the Corporation), then the holders of the Series A Preferred Stock shall receive prior to any distribution or payment to the holders of the Common Stock or any other class of Preferred Stock an amount equal to the greater of (x) the Liquidation Preference and (y) the amount they would receive if the Series A Preferred Stock would be converted into shares of Common Stock.

(ii) In the event of a transaction described in Section D.2(c)(i) above, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value as determined in paragraphs (A) and (B) of this Section D.2(c)(ii):

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a securities exchange, the Nasdaq National Market, or actively traded over-the-counter, the value shall be deemed to be the value as determined under the agreement governing such transaction; and

(2) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of Common Stock and Series A Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of any applicable securities laws or a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in Section 2(c)(i)(A) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of Common Stock and Series A Preferred Stock.

(iii) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending transaction not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of this Section 2, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than twenty (20) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series A Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the then outstanding shares of Series A Preferred Stock.

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(iv) In the event the requirements of this Section D.2(c) are not complied with, the Corporation shall forthwith either cause the closing of the transaction to be postponed until such requirements have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section D.2(c)(iii) hereof.

3. Conversion. The holders of the Series A Preferred Stock shall have the following conversion rights:

(a) Optional Conversion. Each share of Series A Preferred Stock shall be convertible at any time, at the option of the holder of record thereof, into fully paid and nonassessable shares of Common Stock as set forth in Section D.3(e) below upon surrender to the Corporation or its transfer agent of the certificate or certificates representing the Series A Preferred Stock to be converted, as provided below, or if the holder notifies the Corporation or its transfer agent that such certificate or certificates have been lost, stolen or destroyed, upon the execution and delivery of an agreement satisfactory to the Corporation to indemnify the Corporation from any losses incurred by it in connection therewith.

(b) Mandatory Conversion. Each share of Series A Preferred Stock shall automatically be converted into fully paid and nonassessable shares of Common Stock as set forth in Section 3(c) below upon the closing of, but effective immediately prior to, a Qualified Public Offering (as defined below). Upon the consummation of a Qualified Public Offering, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing such shares of the Series A Preferred Stock being converted are delivered to the Corporation or its transfer agent, as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any losses incurred by it in connection therewith. The term "Qualified Public Offering" shall mean the sale by the Corporation in a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock to the public and producing aggregate net proceeds to the Corporation of not less than \$5,000,000.

(c) Basis For Conversion: Converted Shares. In the event of an optional conversion pursuant to Section D.3(a) or a mandatory conversion pursuant to Section D.3(b), each share of Series A Preferred Stock shall be convertible into one (1) fully paid and non-assessable shares of Common Stock, which number is subject to adjustment in accordance with the provisions of Section 4 below. Any share of Series A Preferred Stock which has been converted shall be canceled and all dividends on such converted shares shall cease to accrue and the certificates representing shares of Series A Preferred Stock so converted shall represent the right to receive (x) such number of shares of Common Stock into which such shares of Series A

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Preferred Stock are convertible, plus (y) cash payable for any fractional share plus (z) all accrued but unpaid dividends payable with respect to such shares. Upon the conversion of shares of Series A Preferred Stock as provided in this Section D.3, the Corporation shall promptly pay all then accrued but unpaid dividends to the holder of the Series A Preferred Stock being converted, if any.

(d) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefore, duly endorsed, or deliver an appropriate indemnity agreement, at the office of the Corporation or its transfer agent for the Series A Preferred Stock and in the case of a conversion pursuant to paragraph (a) above, shall give written notice to the Corporation of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued and the office of such holder for delivery of any such shares. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. A certificate or certificates will be issued for the remaining shares of Series A Preferred Stock in any case in which fewer than all of the shares of Series A Preferred Stock represented by a certificate are converted.

(e) Issue Taxes. The Corporation shall pay all issue taxes, if any, incurred in respect of the issue of shares of Common Stock on conversion. If a holder of shares surrendered for conversion specifies that the shares of Common Stock to be issued on conversion are to be issued in a name or names other than the name or names in which such surrendered shares stand, the Corporation shall not be required to pay any transfer or other taxes incurred by reason of the issuance of such shares of Common Stock in the name of another.

4. Adjustment of Conversion Rate. The number and kind of securities issuable upon the conversion of the Series A Preferred Stock and the Conversion Price shall be subject to adjustment from time to time in accordance with the following provisions:

(a) Reorganization; Reclassification. In the event of a reorganization, share exchange, or reclassification, other than a change in par value, or from par value to no par value, or from no par value to par value or a transaction described in clause (b) or (c) below, each share of Series A Preferred Stock shall, after such reorganization, share exchange or reclassification, be convertible into the kind and number of shares of stock or other securities or other property of the Corporation which the holder of Series A Preferred Stock would have been entitled to receive if the holder of Series A Preferred Stock had held the Common Stock issuable upon conversion of such share of Series A Preferred Stock immediately prior to such reorganization, share exchange, or reclassification.

(b) Consolidation; Merger. Except as set forth in Section D.2(c) above, and without limiting the provisions of Section D.4(a) above, in the event of a merger or consolidation to which the Corporation is a party, each share of Series A Preferred Stock shall, after such merger or consolidation, be convertible into the kind and number of shares

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of stock or other securities, cash or other property which the holder of Series A Preferred Stock would have been entitled to receive if the holder of Series A Preferred Stock had held the Common Stock issuable upon conversion of such share of Series A Preferred Stock immediately prior to such consolidation or merger.

(c) Subdivision or Combination of Shares. In case outstanding shares of Common Stock shall be subdivided, the Conversion Price shall be proportionately reduced as of the effective date of such subdivision, or as of the date a record is taken of the holders of Common Stock for the purpose of so subdividing, whichever is earlier. In case outstanding shares of Common Stock shall be combined, the Conversion Price shall be proportionately increased as of the effective date of such combination, or as of the date a record is taken of the holders of Common Stock for the purpose of so combining, whichever is earlier.

(d) Stock Dividends. In case shares of Common Stock are issued as a dividend or other distribution on the Common Stock (or such dividend is declared), then the Conversion Price shall be adjusted, as of the date a record is taken of the holders of Common Stock for the purpose of receiving such dividend or other distribution (or if no such record is taken, as at the earliest of the date of such declaration, payment or other distribution), to that price determined by multiplying the Conversion Price in effect immediately prior to such declaration, payment or other distribution by a fraction (i) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to the declaration or payment of such dividend or other distribution, and (ii) the denominator of which shall be the total number of shares of Common Stock outstanding immediately after the declaration or payment of such dividend or other distribution. In the event that the Corporation shall declare or pay any dividend on the Common Stock payable in any right to acquire Common Stock for no or nominal consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock on an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock. For purposes of the formula expressed in this Section D.4(d), all shares of Common Stock issuable upon the exercise of outstanding options or determinations of the Series A Preferred Stock or outstanding Convertible Securities (including convertible securities issued upon the exercise of outstanding Options) of the Corporation, shall be deemed outstanding shares of Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section D.4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series A Preferred Stock against impairment.

(f) No Fractional Shares and Certificates as to Adjustments

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(i) If any fractional interest in a share of Common Stock would be deliverable upon conversion of Series A Preferred Stock, the Corporation shall pay in lieu of such fractional share an amount equal to the Conversion Price of such fractional share (computed to the nearest one hundredth of a share) in effect at the close of business on the date of conversion.

(ii) Upon the occurrence of each readjustment of the Conversion Price of Series A Preferred Stock pursuant to this Section D.4, the Corporation, at its expense, shall promptly compute such adjustment in accordance with the terms hereof and prepare and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment, (B) the Conversion Price for the Series A Preferred Stock at the time in effect, (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of the Series A Preferred Stock.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these articles.

5. Notices of Record Dates and Effective Dates. Without limiting the other provisions hereof, in case: the Corporation shall declare a dividend (or any other distribution) on the Common Stock payable otherwise than in shares of Common Stock; or of any reorganization, share exchange or reclassification of the capital stock of the Corporation, or of any consolidation or merger to which the Corporation is party; or of the sale, lease or exchange of all or substantially all of the property of the Corporation; or of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation then the Corporation shall cause to be mailed to the record holders of the Series A Preferred Stock at least 20 days prior to the applicable record date or effective date hereinafter specified, a notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or, if a record is not to be taken, the date as of which the holders of record of Common Stock to be entitled to such dividend, distribution or rights are to be determined, or the date on which such dividend, granting of rights, reclassification, reorganization, share exchange, consolidation, merger, sale, lease, exchange, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of record of Common Stock shall be entitled to exchange their shares of Common Stock for securities or other property deliverable

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upon such dividend, granting of rights, reclassification, reorganization share exchange, consolidation, liquidation, merger, sale, lease, exchange, dissolution, liquidation or winding up.

6. Voting Rights.

(a) General. Holders of Series A Preferred Stock shall be entitled to notice of any stockholder's meeting. In addition to the special voting rights provided herein and by applicable law, the holders of shares of Series A Preferred Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to cast a number of votes equal to the largest number of full shares of Common Stock into which such shares of Series A Preferred Stock could be converted pursuant to the provisions of Section D.3 hereof, any the record date for the determination of the stockholders entitled to vote on such matters, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, such votes to be counted together with all other shares of capital stock having general voting powers and not separately as a class.

(b) Special Class Vote. Holders of the Series A Preferred Stock shall vote separately as a class on all matters relating to, or in any way having an impact upon, the value, preferences, rights, powers, priority or ranking of the Series A Preferred Stock. In all cases where the holders of shares of Series A Preferred Stock have the right to vote separately as a class, such holders shall be entitled to one vote for each such share held by them respectively. All matters requiring a vote of the holders of the Series A Preferred Stock as a separate class shall require the vote of a majority of such shares as are then issued and outstanding.

(c) Other Restrictions. So long as 50% of the shares of Series A Preferred Stock originally issued are outstanding, except where the vote of a greater number of shares is required any bylaw or by the Corporation's Articles of Incorporation, the Corporation shall not, without the affirmative vote of the holders of a majority of the shares of Series A Preferred Stock then outstanding (i) create or authorize the creation or issue any convertible debt or any additional series or class of capital stock with preferences, rights, powers, priority or ranking senior to those of the Series A Preferred Stock, (ii) increase the authorized amount or issue additional shares of Series A Preferred Stock, (iii) engage in any business other than that approved by the Board of Directors of the Corporation; (iv) engage in any transaction with any officer, director, shareholder or immediate family member or other affiliate of any of the foregoing, except on an arms-length basis as approved by the non-interested members of the Board of Directors of the Corporation, or (v) repurchase or redeem any other shares, except from any employees of the Corporation upon the termination of employment of such employees pursuant to an agreement approved by the Board of Directors of the Corporation.

7. Board of Directors. The Board Directors of the Corporation shall consist of five (5) members, of which Wyndcrest Baby Universe Holdings II, LLC, so long as it owns a majority of the issued and outstanding shares of Series A Preferred Stock originally issued, shall be entitled to designate three (3) directors.

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8. Retirement of Shares. Shares of Series A Preferred Stock which have been issued and have been redeemed, repurchased or reacquired in any manner by the Corporation shall be retired and shall not be reissued.

ARTICLE V. REGISTERED AGENT

The name and address of the registered agent of the Corporation is NRAI Services, Inc., 526 East Park Avenue, Tallahassee, Florida 32301. The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made a part hereof.

ARTICLE VI. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and the street address of the incorporator to these Articles of Incorporation are as follows:

Neil J. Clooner
316 NE Fourth Street
Ft. Lauderdale, Florida 33301

ARTICLE VIII. NO PREEMPTIVE RIGHTS

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the Corporation may issue or sell, whether or not such shares are exchangeable for any shares of the Corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the Corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the Corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the Corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the Corporation any shares of any class or classes.

ARTICLE IX. INDEMNIFICATION

The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses)

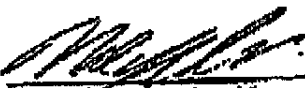
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imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

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FIFTH: The officers of the corporation have been authorized to execute these Restated Articles of Incorporation by the Board of Directors resolution adopted on October 22, 2001.

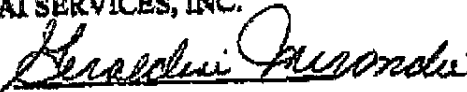
BABY UNIVERSE, INC.

By: 
Neil Clossner, President


Sean H. H. H., Secretary

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: 

Geraldine Miranda, Assistant Secretary
Date: 11/16/01

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