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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BABY UNIVERSE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

AMEND
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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BABY UNIVERSE, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its amended and restated articles of incorporation.

FIRST: ARTICLE IV, Paragraph D is hereby amended as follows:

1. In the first sentence, the number "10,000" is deleted and, in lieu thereof, the number "2,237,568" is inserted.
2. In the first sentence of subparagraph 2(a), "\$0.134" is deleted and, in lieu thereof, \$0.1341 is inserted.

SECOND: The foregoing amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 21st day of November 2001.


Neil Closner, President

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