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From: Rosa Wong, Paralegal

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
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Dear Filing Officer:

Please file the attached Articles of Amendment with today's date (4/27/05). Thank you.

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BABY UNIVERSE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing

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4/27/05
Amend

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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BABY UNIVERSE, INC.,
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, BABY UNIVERSE, INC., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is BABY UNIVERSE, INC..
2. Article IV. A. of the Corporation's Amended and Restated Articles of Incorporation is hereby amended in its entirety and a new Article IV. A. is inserted in its place, as follows:

"The aggregate number of shares that the Corporation shall have the authority to issue is 15,000,000, of which 10,000,000 shares shall be shares of common stock, par value of \$0.001 per share (the "Common Stock"), and 5,000,000 shares shall be shares of undesignated preferred stock, par value of \$0.001 per share (the "Preferred Stock"). Simultaneously with the effective date of the filing of this Amendment to the Articles of Incorporation (the "Effective Date"), each one (1) share of old Common Stock, par value \$0.001 (and each option, warrant and all other securities convertible into shares of such old Common Stock that represent the right to acquire one (1) share of such old Common Stock), of the Corporation issued and outstanding or held as treasury shares immediately prior to the Effective Date shall automatically be reclassified and continued (the "Stock Split"), without any action on the part of the holder thereof, as five hundred twenty-five (525) shares of new Common Stock, par value \$0.001 (or as an option, warrant or other security convertible into shares of such new Common Stock, into the right to acquire five hundred twenty-five (525) shares of such new Common Stock, as the case may be). Fractional shares resulting from the Stock Split shall be rounded up to one (1) whole share."

3. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Amended and Restated Articles of Incorporation of the Corporation was by the unanimous written consent of the directors of the Corporation on the date of these Articles of Amendment, pursuant to the Florida Business Corporation Act.

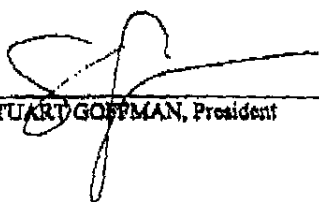
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5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation, this 27th day of April, 2005.


STUART GOFFMAN, President

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