

JUL-13-05 05:28PM

FROM-AKERMANN SENTERFITT & EIDSON

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**P97000089/05**

Florida Department of State  
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Fax Number : (850)205-0380

From: Rosa Wong, Paralegal  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305)374-5600  
Fax Number : (305)374-5095

Dear Filing Officer:  
Please file the attached Articles of Amendment with today's date (7/13/05). Thank you.

**BASIC AMENDMENT**

**BABY UNIVERSE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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05 JUL 13 AM 11:14  
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TALLAHASSEE, FLORIDA

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Approved By: Rosa Wong

LH: 36359/158081

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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for filing.*

July 13, 2005

BABY UNIVERSE, INC.  
3601 POWERLINE ROAD, #105  
FORT LAUDERDALE, FL 33309

SUBJECT: BABY UNIVERSE, 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.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

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) 245-6908.

Anna Chesnut  
Document Specialist

FAX Attn. #: H05000169124  
Letter Number: 205A00046274

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

**FILED**  
JUL 13 AM 11:14  
05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 eighteen (18) shares 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 eighteen (18) shares 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 nineteen (19) 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 nineteen (19) 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 approved by the unanimous written consent of the directors and the majority written consent of the shareholders of the Corporation, dated July 12, 2005 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 12th day of July, 2005.

  
STUART GOFFMAN, President

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