2007 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P97000089105

Entity Name: BABYUNIVERSE, INC.

FILED Jan 12, 2007 Secretary of State

Current Principal Place of Business:	New Principal Place of Business
Clirrent Principal Place of Bliginess.	New Principal Place of Bilsiness

5601 NW 9TH AVE., STE. 104 150 SOUTH US HIGHWAY 1 FORT LAUDERDALE, FL 33309

SUITE 500

JUPITER, FL 33477

Current Mailing Address: New Mailing Address:

5601 NW 9TH AVE., STE. 104 150 SOUTH US HIGHWAY 1

FORT LAUDERDALE, FL 33309 SUITE 500

JUPITER, FL 33477

FEI Number: 65-0797093 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

AMERICAN INFORMATION SERVICES, INC. ONE S.E. THIRD AVE. 28TH FLOOR MIAMI, FL 33131 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: (X) Change () Addition () Delete Title: GOFFMAN, STUART BROWN, GEORGIANNE PRES. Name: Name:

5601 POWERLINE ROAD, #105 150 SOUTH US HIGHWAY 1 Address: Address: City-St-Zip: FORT LAUDERDALE, FL 33309 City-St-Zip: JUPITER, FL 33477

() Delete Title: Title: (X) Change () Addition

Name: TEXTOR, JOHN Name: TEXTOR, JOHN C CEO 5601 POWERLINE ROAD, #105 Address: 150 SOUTH US HIGHWAY 1 Address: City-St-Zip: FORT LAUDERDALE, FL 33309 JUPITER, FL 33477 City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: JOHN C. TEXTOR CEO 01/12/2007