

LAW OFFICES OF
HENDRY, STONER, SAWICKI & BROWN

PROFESSIONAL ASSOCIATION

200 E. ROBINSON STREET, SUITE 500

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880

FAX (407) 425-7905

E-MAIL: HSSB@gd.net

200 BROWN AVE, SUITE 501

KISSIMEE, FLORIDA 34758

TELEPHONE (407) 944-1900

FAX (407) 944-1918

PLEASE REPLY TO ORLANDO OFFICE

ROBERT R. HENDRY
RICHARD D. STONER*
STEPHEN C. SAWICKI
G. STEVEN BROWN***

OF COUNSEL
DEBORAH J. TOWNSEND**
LAURAL QUIGLEY, P.A.***
CARL-CHRISTIAN TIER, LL.M.****

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN IMMIGRATION
*** BOARD CERTIFIED IN TAXATION
**** ADMITTED IN NEW YORK AND GERMANY ONLY

P98000046271

February 18, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: TIMMY'S TOY CHEST, INC.

To Whom It May Concern:

Enclosed please the original Articles of Amendment along with a copy to be filed for the above-referenced corporation.

Please file the original Articles of Amendment, and forward the recorded copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Very truly yours,



G. Steven Brown

GSB/mes
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/5/99
SPC amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

HENDRY, STONER, SAWICKI & BROWN
% G. STEVEN BROWN
200 E. ROBINSIN ST., SUITE 500
ORLANDO, FL 32801

SUBJECT: TIMMY'S TOY CHEST, INC.
Ref. Number: P98000046271

We have received your document for TIMMY'S TOY CHEST, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 799A00009058

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIMMY'S TOY CHEST, INC.

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article V, Section A of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article V. Capital Stock.

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares."

2. Article VII, Section A of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article VII. Board of Directors and Officers.

A. This corporation shall have two (2) directors."

3. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendments were proposed to the Shareholders by the Board of Directors and the number of votes cast for the amendment by the shareholders was sufficient for approval, and the amendment was adopted on January 5, 1999.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 31st day of January, 1999.


Linda Hanzelko President