

P98000050500

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Souvenir Video, Inc.

300002623663-5  
-08/24/98-01129-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RECEIVED  
98 AUG 24 PM 3:10  
DIVISION OF CORPORATION

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED  
98 AUG 24 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C Amend  
Signature  
Joe 8/25

Requested by: Cher 8.24 239  
Name Date Time

Walk-In Will Pick Up

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
SOUVENIR VIDEO, INC., A FLORIDA CORPORATION,  
FLORIDA DOCUMENT NUMBER P98000050500

FILED  
98 AUG 24 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as officer of the Corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board of Directors and the Shareholders of this Corporation, called and held according to the applicable provisions of the Laws of Florida and this Corporation's Bylaws, on August 20, 1998, at which meeting all of the members of the Board of Directors and all of the Shareholders of record were present, and the following resolution was unanimously adopted:

It is hereby resolved by the Board of Directors and the Shareholders of SOUVENIR VIDEO, INC., that the Articles of Incorporation of SOUVENIR VIDEO, INC., be, and they hereby are, amended to change the Corporation's name from SOUVENIR VIDEO, INC., to BEANIE BABIES USA, INC.

The number of votes cast for approval of the Amendment by the Shareholders was sufficient for its approval.

In witness whereof, these Articles of Amendment are being executed and filed by the authorized Corporate officer, on behalf of SOUVENIR VIDEO, INC.

SOUVENIR VIDEO, INC.,  
a Florida Corporation

By:   
R. KINGSTON COYNE,  
as President

Aug 20, 1998  
Dated

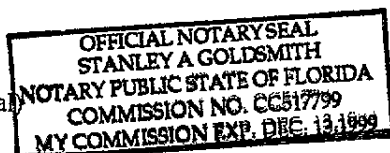
State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 1998, by R. KINGSTON COYNE, as President of SOUVENIR VIDEO, INC., who is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

  
Signature of Notary Public

Stanley A Goldsmith  
Print Name of Notary Public

(Notary Seal)



I am a Notary Public of the State of FL and my commission expires on 2/13/99.