

CAPITAL CONNECTION, INC.

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

P98000050500

Beanie Babies USA, Inc.

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Name

Change

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 SEP 11 PM 1:08

RECEIVED

98 SEP 11 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

Signature

Requested by: Cher 9.11 1013

Name Date Time

Walk-In Will Pick Up

POU
9/11/98
NON

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BEANIE BABIES USA, INC., A FLORIDA CORPORATION,
FLORIDA DOCUMENT NUMBER P98000050500

FILED
98 SEP 11 PM 1:08
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 September 2, 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 BEANIE BABIES USA, INC., that the Articles of Incorporation of BEANIE BABIES USA, INC., be, and they hereby are, amended to change the Corporation's name from BEANIE BABIES USA, INC., to BEANIE BABIES SHOWS, 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 BEANIE BABIES USA, INC.

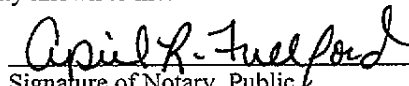
BEANIE BABIES USA, INC.,
a Florida Corporation

By: 
R. KINGSTON COYNE,
as President


Sept 10 1998
Dated

State of Florida
County of Sarasota

The foregoing instrument was acknowledged before me this 10 day of September, 1998, by R. KINGSTON COYNE, as President of BEANIE BABIES USA, 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

April R. Fullford
Print Name of Notary Public

 April R Fullford
My Commission CC720729
Expires March 1, 2002

(Notary Seal)

I am a Notary Public of the State of
Florida and my commission
expires on MARCH 1, 2002

**MINUTES BY THE UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
BEANIE BABIES USA, INC.,
A FLORIDA CORPORATION,
DATED THE 10 DAY OF September, 1998
BY AND AS THE SPECIAL MEETING OF THE
DIRECTORS OF THE CORPORATION IN
ACCORDANCE WITH FLORIDA STATUTES 607.0821**

The undersigned, being the Sole Director of BEANIE BABIES USA, INC., a Florida corporation, hereby takes the following action by his unanimous written consent, by and as a special meeting of the Directors of the Corporation, in accordance with the Bylaws of the Corporation and Florida Statute 607.0821:

WHEREAS, the Corporation has determined that it is in its best interests to change the name of the Corporation from BEANIE BABIES USA, INC., to BEANIE BABIES SHOWS, INC.; and

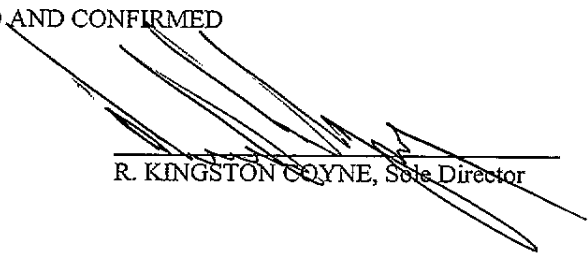
WHEREAS, the Officer and the Sole Director of the Corporation be, and he hereby is, authorized and empowered to take any and all actions necessary to effect the foregoing Resolutions.

RESOLVED, that Corporation name be changed from BEANIE BABIES USA, INC., to BEANIE BABIES SHOWS, INC.; and

FURTHER RESOLVED, that the Officer and the Sole Director of the Corporation be, and he hereby is, authorized and empowered to take any and all actions necessary to effect the foregoing Resolutions.

APPROVED, AUTHORIZED, RATIFIED AND CONFIRMED

Sept 10. 1998
Dated



R. KINGSTON COYNE, Sole Director