

REPKA & JENNINGS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Thomas C. Jennings III

Joyce S. Baskin
Paralegal

P 98000055960

February 22, 2000

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

Secretary of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

Re: Critters and Kids Publishing, Inc.

Dear Sir or Madam:

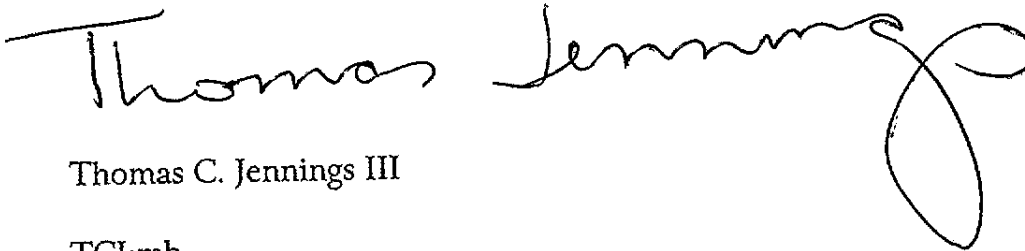
Enclosed is an executed Amendment to Articles of Incorporation and one copy along with the appropriate fee of \$35.00

Please send me a filed-stamped copy in the enclosed self addressed stamped envelope.

Thank you for your cooperation.

Cordially,

REPKA & JENNINGS, P.A.

*Amend
3-21-00
DMS*


Thomas C. Jennings III

TCJ:mb
Enclosures

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FILED
00 MAR 10 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
CRITTERS & KIDS PUBLISHING, INC.

FILED
00 MAR 10 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned being the President and Secretary of CRITTERS & KIDS PUBLISHING, INC., a Florida corporation, hereby certify that the following Amendment to delete in its entirety the present Article III and substitute therefor the following Article III was unanimously adopted by the Shareholder and Director of the corporation by unanimous written consent dated the 28th day of July, 1999.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized by the corporation shall be 20,000 shares of common stock having a par value of \$.001 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

There shall also be authorized 20,000 non-voting shares of preferred stock having a par value of \$.001.

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

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the corporation as the duly authorized act of the said corporation this 28th day of July, 1999.

(CORPORATE SEAL)

By: Jason Brumett
Its: President

ATTEST:

BY: Jason Brumett
Its: X Secretary

STATE OF Indiana

COUNTY OF Cass

The foregoing instrument was acknowledged before me this 28th day of July, 1999, by Jason Brumett, President and Secretary, respectively, of CRITTERS & KIDS PUBLISHING, INC., a Florida corporation, on behalf of the corporation.

Carolyn S. Waddups
Notary Public

My Commission Expires: 9-18-06

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