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2002 FEB 26 PM 2:18
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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARLY'S TOYS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

C. Coullate FEB 26 2002

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION
SECRETARY OF STATE

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
CARLY'S TOYS, INC.
DOC.# P98000070718

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts The following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate the article number(s) being amended, added or deleted)

REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT WILL BE:

CARLOS M. GONZALEZ-QUEVEDO
2204 WEST 8TH CT
HIALEAH, FL 33010

BOARD OF DIRECTORS AND OFFICERS

THE NAME AND ADDRESS OF THE DIRECTOR/OFFICER WILL BE:

FLORA A. ESTRADA (P)
CARLOS M. GONZALEZ-QUEVEDO (V)
MONICA GONZALEZ-QUEVEDO (S)
2204 WEST 8th CT.
HIALEAH FL 33010

SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 2-25-02

FOURTH: Adoption of Amendment(s) (check one)

X the amendment(s) was/were approved by the board of directors without shareholder action and shareholder action was not required.

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY

Signature


CARLOS M. GONZALEZ-QUEVEDO (P/D)