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MITCHELL A. FELDMAN ATTORNEY AT LAW



MIAMI OFFICE

1021 Ives Dairy Road Suite 111 Miami, Florida 33179 Tel: (305) 651-3756 Fax (305) 652-1855

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TAMPAP.O. Box 872
Tampa, Florida 33601-0872

Please Reply to Main Office

February 11, 1999

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

RE:

ABC BABY, INC/ ABC BABY STORE, INC.

Dear Sir/Madam:

Please find an original and one copy of the Articles of Amendment To Articles of Incorporation with our check of \$35.00 for filing the above captioned corporation.

Thank you for your cooperation in this matter.

Sincerely,

The Law Offices of Mitchell A. Feldman, P.A.

Elmer Mercado Legal Assistant

enc.

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N/C

SECRETARY OF ST

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ABC BABY, INC.

(present name)

Pursuant to the provisions of swction 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted:

(indicate article number(s) being amended, added or deleted)

ARTICLE 1- The name shall be changed from ABC BABY, INC. to _____ ABC BABY STORE, INC. _____

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

THIRD:	The date of each amendment' adoption: FEBRUARY 11, 1999.
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
{ }	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amnendment(s) was/were sufficient for approval
{ }	The amendment(s) was/were approved by the shareholders through voting groups. The following statem, ent must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
{ }	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
{XXX}	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 11th day of February, 1999
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR (By director if adopted by the directors)
	OR (By an incorporator if adopted by the incorporators)
	MITCHELL A. FELDMAN (Typed or printed name) DIRECTOR TNCORPORTOR (Title)