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BABYTRADER.COM INC. 550 South Federal Highway Fort Lauderdale, Florida 33316 (954)525-8133

March 15, 2000

Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, Florida 32314

Re: BABYTRADER.COM INC.

Gentlemen:

I am enclosing an original and one copy of Articles of Amendent to the Articles of Incorporation of the above named corporation, along with a filing fee in the amount of \$35.00. I have also enclosed a check in the amount of \$8.75 for a certified copy of the Articles of Amendment, and an additional check for \$8.75 for a Certificate of Status. Please return these items to me in the enclosed self-addressed stamped envelope.

If you have any questions concerning this matter, please do not hesitate to contact my office.

Very truly yours,

Ádam Adache

AA/jeg

Enclosures

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 20, 2000

ADAM ADACHE BABYTRADER.COM INC. 550 SOUTH FEDERAL HIGHWAY FORT LAUDERDALE, FL 33316

SUBJECT: BABYTRADER.COM INC. Ref. Number: P99000035685

We have received your document for BABYTRADER.COM INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 200A00015084

RECEIVED 00 MAR 30 PH 2: 44 BIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BABYTRADER.COM INC.

(present name)

Pursuant to the provisions of section 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 IV is deleted in its entirety and the following substituted in its stead:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 (Ten Million) and the par value of each share is \$.0001.

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

OURIE.	Adoption of Amendment(s) (CHECK ONE)
Ń	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement 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.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 15 day of March, 2000.
Signature	Man Man
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) ADAM ADACHE, Chairman of the Board of Directors and President OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)

Title