

P99000035685

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BABYTRADER.COM INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 1, 2000

BABYTRADER.COM INC.
550 SOUTH FEDERAL HIGHWAY
FORT LAUDERDALE, FL 33301

SUBJECT: BABYTRADER.COM INC.
REF: P99000035685

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E00000021765
Letter Number: 200A00024097

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BABYTRADER.COM INC.

FILED
00 MAY 17 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is BABYTRADER.COM INC. The duration of the Corporation is perpetual.

ARTICLE II

The current mailing address of the principal office of the Corporation is 550 South Federal Highway, Fort Lauderdale, Florida 33301.

ARTICLE III

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock"); and (ii) 5,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

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In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE V

The street address of the Corporation's registered office is 550 South Federal Highway, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that address is Adam Adache.

ARTICLE VI

The Corporation shall have seven directors and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

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ARTICLE VII

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE VIII

The Corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as successor registered agent for BABYTRADER.COM INC., at the place designated in these Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with § 607.0501, Florida Statutes.

DATED this 11th day of May, 2000.

William C. Phillippi
William C. Phillippi, Registered Agent

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**CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BABYTRADER.COM INC.**

Adam Adache, the President of BABYTRADER.COM INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The Corporation's Amended and Restated Articles of Incorporation are attached hereto and made a part hereof.
2. The restatement contains certain amendments that required shareholder approval (the "Amendments").
3. The directors and the shareholders of the Corporation have voted to adopt the Amendments through an Action by Written Consent of the Sole Director dated March 30, 2000, and through an Action by Shareholders Without a Meeting dated April 27, 2000.
4. The number of votes cast by the Corporation's directors and shareholders for the adoption of the Amendments was sufficient for such adoption.

IN WITNESS WHEREOF, Mr. Adache has executed this Certificate Regarding Amended and Restated Articles of Incorporation for the Corporation on this 11th day of May, 2000.

Adam Adache, President
BABYTRADER.COM INC.

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