

P99000041531

LAW OFFICES

Richard P. Greene, P.A.

INTERNATIONAL BUILDING

2455 EAST SUNRISE BOULEVARD

SUITE 905

FORT LAUDERDALE, FLORIDA 33304

TELEPHONE: (954) 564-6616

FAX: (954) 561-0997

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March 6, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Toddlerwatch.com, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene

Richard P. Greene
For the Firm

RPG/evb
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TODDLERWATCH.COM INC.**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 7th day of May 1999 and assigned Document Number P99000041531, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 23rd day of February 2000 as follows:

ITEM 1

1. ARTICLE IV - CAPITAL STOCK OF CORPORATION is hereby amended to read as follows:

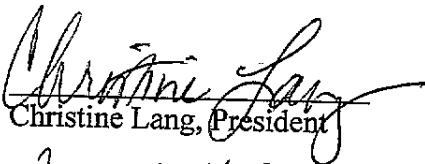
ARTICLE IV: CAPITAL STOCK OF CORPORATION

The total number of shares of capital stock which the corporation hereunder shall be authorized to issue shall be FIFTY MILLION (50,000,000) shares. Said shares of stock shall be of a single class and shall have a par value of \$.0001 per share.

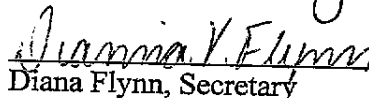
This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 23rd day of February 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 23rd day of February 2000.

By:


Christine Lang, President

By:


Diana Flynn, Secretary

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TALLAHASSEE, FLORIDA