

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

TODDLERWATCH.COM INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
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Amendment

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

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Toddlerwatch.com Inc., a Florida corporation (the "Corporation"), by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Toddlerwatch.com Inc.
2. The text of the amendment adopted is as follows:

ARTICLE IV – CAPITAL STOCK OF CORPORATION

RESOLVED, that the Articles of Incorporation of the Corporation be amended by amending ARTICLE IV thereof in its entirety to read as follows:

Authorized Capital Stock

(1) **Authorized Capital Stock.** The aggregate number of shares which the Corporation shall have authority to issue is 100,000,000 consisting of (i) 50,000,000 shares of common stock, \$.0001 par value (the "**Common Stock**"), and (ii) 50,000,000 shares of undesignated stock.

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the Corporation, except matters required to be voted on exclusively by holders of other classes or series of common or preferred stock. Subject only to the prior rights and preferences of any other class or series of common or preferred stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the Corporation legally available therefor. In the event of any dissolution or liquidation of the Corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of any other class or series of common or preferred stock have been satisfied, all of the assets of the Corporation remaining available for distribution, if any.

(3) **Authority to Divide Undesignated Stock into Classes and Series.** The board of directors of the Corporation by resolution and without a vote of the shareholders is hereby expressly authorized to amend the Corporation's articles of incorporation, to divide the undesignated shares of the Corporation into one or more classes or series of common or preferred stock, and to determine the designation, the number, and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of those classes or series, as the case may be. The authority of the board of directors of the Corporation with respect to each such class or series shall include, but not be limited to, determining the following:

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- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the Corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any class or series of common or preferred stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated class or series of common or preferred stock, (i) increase the number of shares of any such previously-designated class or series or (ii) establish a new class or series of common or preferred stock and fix and determine rights and preferences for such new class or series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously-designated class or series of common or preferred stock.

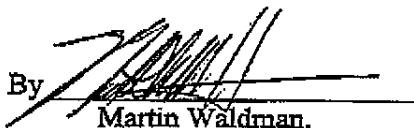
3. The date of the adoption of the amendment by the shareholders of the Corporation was August 16, 2000.

4. The number of votes cast for approval of the amendment by the shareholders was sufficient for approval.

Dated: August 16, 2000.

TODDLERWATCH.COM INC.

By


Martin Waldman,
President

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