P9900062420

MICHAEL K. McFADDEN

ATTORNEY AND COUNSELOR AT LAW 200 CLEARWATER-LARGO ROAD S LARGO, FLORIDA 33770

November 22, 1999

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

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Facsimile (727) 586-5813

RE: Amendment to Articles of Incorporation Toy Soldier H.Q., Inc./Toy Soldier HQ, Inc.

Dear Sirs/Ladies:

Telephone (727) 584-8161

Please find enclosed for filing with your office Second Articles of Amendment to Articles of Incorporation for the referenced corporation

Also enclosed is this firm's check in the amount of \$35 for filing fee.

If the foregoing meets with your approval please file the Articles and return a copy of the Certificate to the above address.

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments, please do not hesitate to contact this office.

Sincerely,

laura R. Gottschalk

Legal Assistant

:lrg enclosures

have charge

12-9-99

SECRETARY OF STATE
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

TOY SOLDIER H.Q., INC.

The undersigned Incorporator of TOY SOLDIER H.Q., INC., files these Second Articles of Amendment to the original Articles of ______ Incorporation for the sole purpose of changing the name of the corporation to TOY SOLDIER HQ, INC.

WITNESSETH:

WHEREAS, the Articles of Incorporation of TOY SOLDIERS H.Q.,
INC., were filed with the Secretary of State of the State of
Florida on July 6, 1999, and a Certificate of Incorporation was
thereupon issued bearing document number P99000062420; and

WHEREAS, Articles of Amendment to Articles of Incorporation were filed with the Secretary of State of the State of Florida on August 18, 1999, and a Certificate of Amendment was thereupon issued bearing letter number 799A00042527; and

WHEREAS, it was always intended that the name of the corporation be TOY SOLDIER HQ, INC., but the name was misstated in the Articles of Incorporation, appended Certificate designating Registered Agent and prior Articles of Amendment due to a scrivener's error; and

WHEREAS, the undersigned Incorporator is also the sole Director and shareholder of the corporation;

NOW THEREFORE, in consideration of the foregoing recitals, the undersigned incorporator of TOY SOLDIER H.Q., INC., hereby declares that the corporation shall hereafter be known as TOY SOLDIER HQ, INC., and its Articles of Incorporation are hereby amended in all respects to be consistent with this change.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Second Articles of Amendment to Articles of Incorporation of this 22 day of November, 1999.

KENT O. SPRECHER, sole incorporator and Sole Director

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared KENT O. SPRECHER, who acknowledged before me that he executed the foregoing Second Articles of Amendment to Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of November, 1999.

Notary Public

Identification:

() Personally known

) Produced Florida Driver License) Produced Other Identification: MICHAEL K. McFADDEN
COMMISSION # CC 511562
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.