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1. 1	OTHER FILINGS	REGISTRATION/ QUALIFICATION			
	Annual Report	Foreign			
	Fictitious Name	Limited Partnership			
	Name Reservation	Reinstatement			

Trademark

Other

ARTICLES OF AMENDMENT

TO

THE ARTICLES OF INCORPORATION

OF

SHINING STARS VENTURES INC.

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:

The undersigned, JOSE PEISACH and EDITH PEISACH being the Directors of SHINING STARS VENTURES INC. (the "Corporation") do hereby certify to the following:

FIRST: The Articles of Incorporation of SHINING STARS VENTURES INC. are hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article, the following new Article:

"FIRST: The name of this Corporation is BABY STARS INC".

SECOND: The date of the amendment's adoption is September 3, 1999.

THIRD: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, we hereby execute these Articles of Amendment to the Articles of Incorporation and have hereunto set our hands and affixed the corporate seal of the Corporation on the 3rd day of September, 1999.

JOSE PEISACH, Director

EDITH PEISACH, Directo