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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BABY STARS INC.
Document Number P99000076442

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Baby Stars Inc., a Florida corporation (the "Company"), does hereby adopt the following amendment to its Articles of Incorporation:

1. Article III of the Company's Articles of Incorporation is hereby amended and restated in its entirety and replaced with the following:

"Article III: The total number of shares the Company is authorized to issue is 10,000 shares, all of which are without par value and classified as common shares."

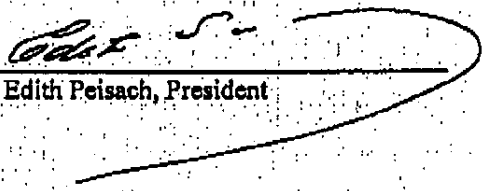
2. This amendment was approved by the sole shareholder of the Company and by the Board of Directors of the Company on October 26, 2011. The number of votes cast for the amendment by the Company's shareholders was sufficient for approval.

3. This amendment shall become effective as of the date of filing with the Secretary of State of the State of Florida.

4. Except as modified hereby, the Articles of Incorporation of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 26th day of October, 2011.

BABY STARS INC.

By: 

Edith Peisach, President

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