

HARRIS & HELGESEN

ATTORNEYS AT LAW

A Partnership of Professional Associations

GEORGE E. HARRIS, II, A.

ANDREW HELGESEN, P.A.

September 7, 2001

Corporate Records Bureau
Division of Corporations – Amendments
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-09/10/01--01075--027
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Re: Our Kids Incorporated

Ladies and Gentlemen:

Enclosed herewith for filing are the Corrected Articles of Amendment to the Articles of Incorporation of Our Kids Incorporated, together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$43.75 to cover the cost of the filing fees and certified copy of the Articles of Amendment.

Thank you for your cooperation in this matter.

Sincerely,

Maryann S. Peterson

Maryann S. Peterson
Secretary to Andrew Helgesen

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend 9-10-01
JPC
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**OUR KIDS INCORPORATED
CORRECTED ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

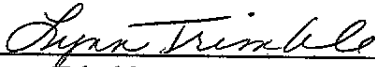
Pursuant to the recommendation of the board of directors, Article VI of the articles of incorporation of OUR KIDS INCORPORATED was amended by the corporation's shareholders to increase the authorized shares to 1,000,000 at \$0.01 per share. The corporation then filed Articles of Amendment to Articles of Incorporation pursuant to §§607.1003 and 607.1006, Florida Statutes on April 5, 2000. Due to a typographical error which was not detected prior to filing, the filed Articles of Amendment to Articles of Incorporation erroneously showed the per share value at \$1.00 per share. Therefore, the shareholders and directors authorized the president of the corporation to file these Corrected Articles of Amendment in order to properly reflect the action that was approved and authorized by the corporation on March 30, 2000.

1. The name of the corporation is **Our Kids Incorporated**.
2. Article IV of the Articles of Incorporation was amended as follows:

The maximum number of shares this Corporation is authorized to issue is 1,000,000, par value \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

3. The foregoing amendment to articles of incorporation was duly adopted by the unanimous vote of the shareholders on March 30, 2000, and again on August 13, 2001.

In witness whereof, the undersigned President of this corporation has executed these Corrected Articles of Amendment on August 13, 2001.



Lynn Trimble, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA