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JEAN S. PERWIN

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MIAMI, FLORIDA 33131

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July 28, 1997

Ms. Karen Gibson
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: The Infant Learning Company, Inc.

Dear Ms. Gibson:

As I mentioned to you on the phone, I am enclosing new Articles of Amendment to Articles of Incorporation on behalf of The Infant Learning Company, Inc. and a check in the amount of \$35.00 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

JEAN S. PERWIN

JSP:alc
Enclosures

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is: **The Infant Learning Company, Inc.**

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

ARTICLE I: The name of the corporation is **The Baby School Company, Inc.** and the principal place of business and mailing address of this corporation shall be 5 Island Avenue, #15G, Miami Beach, FL 33139.

THIRD: The amendment was adopted by the Board of Directors on the 15th day of July, 1997.

FOURTH: The above amendment was approved by a majority of the shareholders of the corporation on the 15th day of July, 1997. The number of votes was sufficient for approval.

Dated: 28th day of July, 1997.

The Baby School Company, Inc.

By [Signature]
Alexandra M. Tomek, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing was acknowledged before me this 28th day of July, 1997 by Alexandra M. Tomek, who is personally known to me or who has produced as identification and who did/did not take an oath.

[Signature]
OFFICIAL NOTARY PUBLIC
ROSE B ELLIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC632201
MY COMMISSION EXP. MAR. 24, 2001

NOTARY PUBLIC
NAME OF NOTARY: [Signature]
COMMISSION NO.: CC 632201