

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, RONALD J. SIDMAN *President / ~~MANAGING MEMBER~~
and EVELYN SIDMAN *Clerk / ~~MANAGING MEMBER~~
of THE FIRST YEARS INC.
(Exact name of corporation)
located at ONE KIDDIE DRIVE, AVON, MA 02322
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

- THREE -

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 20, 1999, by vote of

6,336,470 shares of Common Stock, \$.10 par value of 10,459,644 shares outstanding.
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding.
(type, class & series, if any)

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon. ~~Any of the foregoing amendments shall be subject to the approval of the Secretary of the Commonwealth, who shall file the same in the office of the Secretary of the Commonwealth, and the same shall be effective upon filing.~~

*Delete the inapplicable words.

**Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 71.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

11/3/02

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	15,000,000	\$.10 par
Preferred:	None	Preferred:	None	

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	50,000,000	\$.10 par
Preferred:	None	Preferred:	None	

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 20th day of May, 1999.

 _____ *President ~~XXXXXX~~

 _____ *Clerk ~~XXXXXXXXXXXX~~

*Delete for inapplicable words.

600495

40186

THE COMMONWEALTH OF MASSACHUSETTS

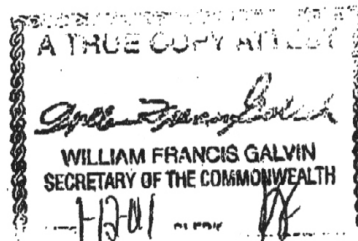
ARTICLES OF AMENDMENT
(General Laws, Chapter 168B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ 3500.00 having been paid, said articles are deemed
to have been filed with me this 21st day of MAY
19 94

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION:
Photocopy of document to be sent to:

JAMES RUSHFORD, ESQ.

KURLAT ASSOCIATES

ONE BOSTON PLACE, 12605
BOSTON, MA 02108

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