

# The Commonwealth of Massachusetts

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

124

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

Name  
Appointed

We, RONALD J. SIDMAN \_\_\_\_\_ \*President / ~~MEMBER~~

and EVELYN SIDMAN \_\_\_\_\_ \*Clerk / ~~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)

being at least a majority of each type, class or series outstanding and entitled to vote thereon. ~~Approved by the  
board of directors of the corporation on this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and the consent of the  
holders of a majority of the shares of each class of stock of the corporation.~~

\*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

C  
P  
M  
B.A.

4

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 ~~XXXXXXXXXXXX~~

\_\_\_\_\_  
\*Clerk ~~XXXXXXXXXXXX~~

\*Delete for inapplicable words.

600495

40186

THE COMMONWEALTH OF MASSACHUSETTS

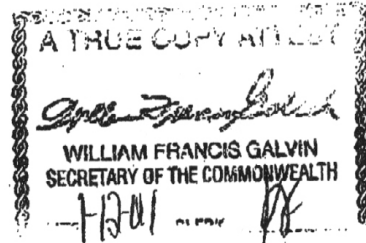
ARTICLES OF AMENDMENT  
(General Laws, Chapter 156B, Section 72)

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 21<sup>st</sup> day of MAY 19 99

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, #2605  
BOSTON, MA 02108

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