

159903
LAW OFFICES
KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

Miami Center
Seventeenth Floor
201 So. Biscayne Blvd.
Miami, Florida 33131

Telephone: (305) 379-9000
Broward Line: (954) 728-8100
Facsimile: (305) 379-3428

FORT LAUDERDALE OFFICE

1701 Barnett Bank Tower
One East Broward Boulevard
Fort Lauderdale, Florida 33301

Telephone: (954) 761-1100
Facsimile: (954) 761-1138

ALAN J. KLUGER
ABBEY L. KAPLAN
STEVEN I. PERETZ
HOWARD J. BERLIN
JON CHASSEN
STEVE I. SILVERMAN
BRUCE A. KATZEN
ANDREW P. GOLD
MICHAEL B. CHESAL
ELIOT C. ABBOTT
SCOTT A. MAGER
GREGORY P. BORGOGNONI
MICHAEL D. EHRENSTEIN
KIMBERLY D. KOLBACK
RONNY J. HALPERIN

TODD A. LEVINE
DEBORAH B. TALENFELD
MICHAEL S. PERSE
JASON S. OLETSKY
STEPHEN M. GAFFIGAN
MICHAEL D. SEESE
TERRI MEYERS
SETH HONOWITZ
JENA E. RISSMAN
D. FERNANDO BOBADILLA
JASON R. MARKS

OF COUNSEL:
RICHARD SHARPSTEIN
MICHAEL J. WRUBEL

REPLY TO:
Miami

February 15, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: St. Petersburg Kennel Club, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Amendment of the Certificate of Incorporation of St. Petersburg Kennel Club, Inc. together with our Firm's check in the amount of \$35.00 representing your fee. Also enclosed please find a self-addressed stamped envelope for your convenience in returning to the undersigned a stamped copy of the filing.

If you have any questions or comments, please do not hesitate to contact the undersigned. My direct telephone number is 305-341-3035. We thank you in advance for your assistance in this matter.

Very truly yours,

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

Marie Chavarri

Marie Chavarri, Legal Assistant

Enclosures

FILED
99 FEB 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
70000277967--0
-02/17/99--01041--002
*****35.00 *****35.00

AM
ORC
2/18

ARTICLES OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
ST. PETERSBURG KENNEL CLUB, INC.

Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its certificate of incorporation:

1. The name of the corporation is St. Petersburg Kennel Club, Inc.

2. Article III of the Certificate of Incorporation is amended to read as follows:

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 800 shares of Common Stock of a par value of \$2,500 per share.

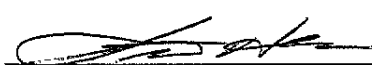
3. The date of adoption of the amendment was:

February 9th, 1999

4. The amendment was adopted by duly approved shareholder action in accordance with the provisions of FSA § 607.1003. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. The amendment will be effective upon filing.

Date: 2-9-99


Steve Hlas, Secretary

FILED
99 FEB 11 1:53 PM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE