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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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August 30, 1999

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

VIA FEDERAL EXPRESS

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-08/31/99-01064-003
*****35.00 *****35.00

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
cc: Jon Chassen, Esq. (w/o encls)

[mc] S:\20370006\Letters\Secretary of State 08-30-99\8/30/99-13:52]

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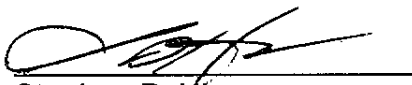
**ARTICLES OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
ST. PETERSBURG KENNEL CLUB, INC.**

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 XI of the Certificate of Incorporation is added and reads as follows:

The corporation elects to be taxed as a "small business corporation" pursuant to §1361, et. seq. Of the Internal Revenue Code of 1986 ("Sub Chapter S"). All shareholders of the corporation shall comply with the requirements imposed by Sub Chapter S as set forth in the Amended and Restated Bylaws, as amended, which are on file at the corporate offices of the corporation.
3. The date of adoption of the amendment was August 24, 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.

Dated: August 24, 1999


Stephen P. Hias
Secretary/Treasurer

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