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FILED

00 AUG 23 AM 11:36

CLERK OF STATE
TALLAHASSEE, FLORIDA

PUPPY TIME INC

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-08/23/00--01076--014

*****43.75 *****43.75

BRIAN ILAR

10056 NW 6ST

PEMBROKE PINES, FL. 33024

(407) 492-3492

Amend
9-6-00
BHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

00 AUG 23 AM 11:36

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PUPPY TIME INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V - INITIAL OFFICERS/DIRECTORS

- BRIAN KEITH ILER - PRESIDENT
10056 NW 6ST PEMBROKE PINES, FL. 33024
- TYLER HILSON THOMSON - VICE PRESIDENT
4115 S.O.B.T. ORLANDO, FL. 32839
- ANA M. THOMSON - CHAIRMAN
4115 S.O.B.T. ORLANDO, FL. 32839

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8-21-00

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of AUGUST, 2000

Signature

Brian K. Iler

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BRIAN K. ILER

Typed or printed name

PRESIDENT / I

Title