

(AMENDING DIRECTOR ONLY)

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BASIC AMENDMENT

COLEFIELD DEVELOPMENTS KOGEN KENNELS, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 14, 2002 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Colefield Developments Kogen Kennels, Inc.

Old Name:

Article II. Address

The mailing address of the Corporation is:
Colefield Developments Kogen Kennels, Inc.
6961 SW 62nd Street
Miami FL 33143

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

William O'Hare
Francis Kogen

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Patrick E. Novak | FL Bar Member 838764
Horr, Linfors, Skipp & Novak, P.A.
One Datran Center, Suite 1104
9100 S. Dadeland Boulevard
Miami FL 33156
305-670-2525

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Article IV. Capital Stock

The Corporation shall have the authority to issue 10 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Patrick Novak, Esquire
Horr, Linfors, Skipp & Novak, P.A.
One Datran Center, Suite 1104
Miami FL 33156

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Colefield Developments Kogen Kennels, Inc.

By: 

by E.E. Cammarata as attorney-in-fact

Name: William O'Hare

Title: Director

Date: May 14, 2002

Patrick E. Novak | FL Bar Member 838764
Horr, Linfors, Skipp & Novak, P.A.
One Datran Center, Suite 1104
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Miami FL 33156
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

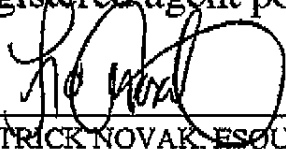
CORPORATION:

Colefield Developments Kogen Kennels, Inc.

REGISTERED AGENT/OFFICE:

Patrick Novak, Esquire
Horr, Linfors, Skipp & Novak, P.A.
One Datran Center, Suite 1104
Miami FL 33156

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



PATRICK NOVAK, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: May 15, 2002

Patrick E. Novak | FL Bar Member 838764
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