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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: COUNTRY PET SUPPLY INC., N.W.
AUDIT NUMBER.....H97000003407
DOC TYPE.....BASIC AMENDMENT
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Can you
Linda

Thank You!

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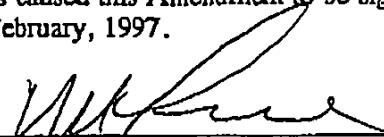
ARTICLES OF AMENDMENT
of
COUNTRY PET SUPPLY INC., N.W.

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TALLAHASSEE, FLORIDA

The undersigned, being the Chairman of the Board and the Chief Operating Officer (CEO) of the corporation hereby certifies that:

1. The name of the corporation is Country Pet Supply Inc., N.W.
2. That in accordance with the Florida Business Corporation Act on February 24, 1997 the sole shareholder and the sole director of the corporation approved the amendment to the Articles of Incorporation of the corporation as attached hereto and made a part hereof.

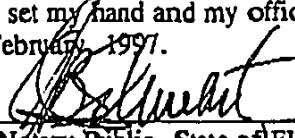
IN WITNESS WHEREOF the corporation has caused this Amendment to be signed in its name by its Chairman and CEO this 24 day of February, 1997.


BERNARD M. LEVINE,
Chairman and CEO

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ^{BERNARD M.} ~~Bern~~ Levine, Chairman of the Board and the Chief Operating Officer (CEO) of Country Pet Supply, Inc., N.W., a Florida corporation, who is to me well known to be the person described in and who subscribed the above Articles of Amendment and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

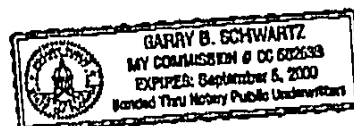
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 24 day of February, 1997.


Notary Public, State of Florida

Printed Name of Notary
Serial No. _____

My commission expires:

Prepared by:
Garry B. Schwartz, Esq.
Krongold and Todd, P.A.
201 Alhambra Circle, 8th Floor
Coral Gables, FL 33134
FB#380776 (305) 446-3033



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ACTION TAKEN BY STOCKHOLDERS AND SOLE DIRECTOR
OF
COUNTRY PET SUPPLY, INC., N.W.

All of the Stockholders and the Sole Director of COUNTRY PET SUPPLY, INC., N.W., a Florida corporation, did take the following actions in writing without a meeting and adopt the following resolutions pursuant to the provisions of Florida Statutes Section 607.0704 and Section 607.0921, respectively.

BE IT RESOLVED THAT the Articles of Incorporation of COUNTRY PET SUPPLY, INC., N.W. be amended so that Section 1. thereof reads as follows: The name of the corporation is PET FOOD LTD., INC.

RESOLVED FURTHER, that Bernard M. Levine, as Chairman of the Board and CEO, is hereby authorized and directed to execute any and all documents in the name of and on behalf of the corporation that are necessary or desirable in order to accomplish such name change with the Secretary of State of the State of Florida and others who may have dealings with the corporation.

The above and foregoing actions were taken the 24th day of February, 1997 by the below named Stockholders, being all the Stockholders of the corporation and the Sole Director.

STOCKHOLDERS:

BERNARD M. LEVINE
MARY LEVINE

SOLE DIRECTOR:

BERNARD M. LEVINE

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