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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PET FOOD LTD., INC.

AUDIT NUMBER.....H97000003406

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF AMENDMENT
of
PET FOOD LTD., INC.

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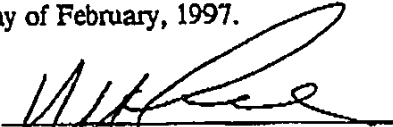
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Chairman of the Board and the President of the corporation hereby certifies that:

1. The name of the corporation is Pet Food Ltd., Inc.
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.

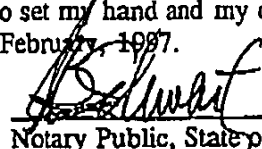
IN WITNESS WHEREOF the corporation has caused this Amendment to be signed in its name by its Chairman and President this 24 day of February, 1997.


BERNARD M. LEVINE,
Chairman and President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ^{BERNARD M.} Bern Levine, Chairman of the Board and President of Pet Food Ltd., Inc., 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.

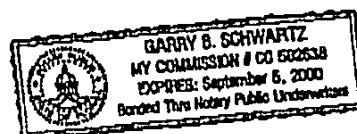
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 24 day of February, 1997.


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
(305) 446-3033
FB#380776



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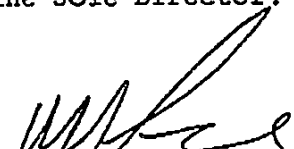
ACTION TAKEN BY SOLE STOCKHOLDER AND SOLE DIRECTOR
OF
PET FOOD, LTD., INC.

The undersigned, being the sole stockholder and the sole director of PET FOOD LTD., INC., a Florida corporation, hereby takes the following actions in writing and without a meeting and adopts the following resolutions pursuant to the provisions of Florida Statutes Section 607.0704 and Section 607.0821, respectively.

BE IT RESOLVED THAT the Articles of Incorporation of PET FOOD LTD., INC. be amended so that Article 1.1 read as follows: The name of the corporation is PETT HAT TRICKS, INC.

RESOLVED FURTHER, that Bern Levine, as Chairman of the Board and President, 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 are taken this 24th day of February, 1997 by the undersigned Stockholders, being all the Stockholders of the corporation and the Sole Director.


BERNARD M. LEVINE
Sole Stockholder and Sole
Director

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