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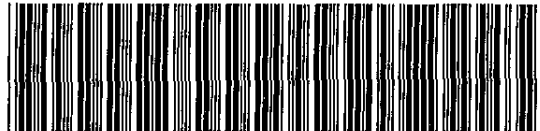
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## TRANSMITTAL LETTER

February 21, 2004

DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
409 E. GAINES STREET  
TALLAHASSEE, FLORIDA, 32399, USA.

DEAR: SIR/MADAME,

**RE: FLORIDA NO MORE HOMELESS PETS ASSOCIATION, INC.**  
ARTICLES OF AMENDMENT  
CORPORATION I.D. N03000008585

Enclosed herewith please find an original and one (1) copy of the Articles of Amendment for the above referenced organization and my check in the amount of **\$43.75** made payable to: **Florida Department of State** representing the filing and certified copy fees.

Please issue an Amendment to our Articles of Incorporation for the above referenced organization and return a certified copy to the undersigned:

**MS. SHELAGH INGLESBY**  
**FLORIDA NO MORE HOMELESS PETS ASSOCIATION, INC.**  
**3625 8<sup>TH</sup> AVENUE NORTH**  
**ST. PETERSBURG, VIRGINIA, 33713, USA.**

**1-727-327-1731-OFFICE**  
**EMAIL-ANIMALLOVER@VERIZON.NET**

**CORPORATION I.D. N03000008585**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**FLORIDA NO MORE HOMELESS PETS ASSOCIATION, INC.**  
**N03000008585**  
DOCUMENT NUMBER OF CORPORATION

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.1006, FLORIDA STATUTES, THE UNDERSIGNED FLORIDA  
NONPROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF  
INCORPORATION.

**First:** TO AMEND ARTICLE THREE OF THE ARTICLES OF INCORPORATION TO ADD:

**I. PURPOSES OF THE CORPORATION:**

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

- A. THE CORPORATION SHALL CONDUCT ANY AND ALL LAWFUL ACTIVITIES THAT MAY OR MAY NOT BE MENTIONED ABOVE, FOR THE FURTHERANCE OR ACCOMPLISHMENT OF THE FOREGOING PURPOSES, PROVIDED THAT SUCH ACTIVITIES WOULD NOT ENDANGER THE CORPORATION'S NOT-FOR-PROFIT STATUS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

**II. INTERNAL REVENUE SERVICE PROHIBITED PROVISIONS:**

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes set forth in Articles Third hereof.

No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding

section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**Second: TO ADD ARTICLE FIFTEEN INDEMNIFICATION TO THE ARTICLES OF INCORPORATION:**

To the extent permitted by law, and in accord with applicable statutory requirements, the corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Any indemnification under this Article, unless ordered by a court shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Section.

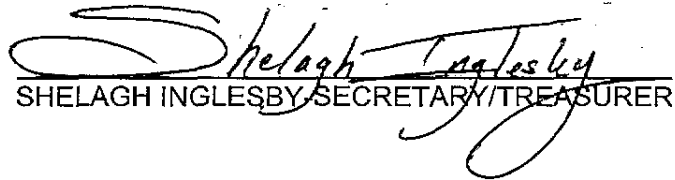
The indemnification provided by this article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the articles of incorporation or other provisions of these bylaws or any

agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Third: The date of adoption of the amendment was: 21<sup>st</sup> day of February, 2004.

Fourth: Adoption of Amendment: Membership approval not required. Membership shall consist only of the members of the board of directors. The directors adopted the amendment and the number of votes cast for the amendment was unanimous for approval.

  
SHELAGH INGLESBY, SECRETARY/TREASURER