

N050000010037

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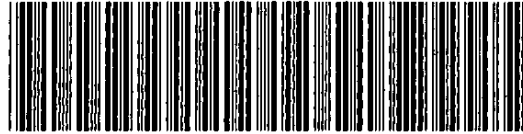


Certificates of Status



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

12-4-07

HOOPER FINANCIAL SERVICES
LARRY K. HOOPER C.P.A.



November 28, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Pets in Distress of Miami, Inc.
Document No: N05000010037

Dear Sirs:

Enclosed please find Articles of Amendment for the above reference corporation in duplicate. Also enclosed is a check in the amount of \$52.50 for the filing fee, certified copy and certificate of status.

Please file the enclosed amendment and send the certified copy and certificate of status to the following address:

Larry K. Hooper C.P.A.
Hooper Financial Services
1207 S. Washington Avenue
Marshall, TX 75670-6214

If you have any questions or are in need of any additional information please let me know.

Sincerely Yours:

A handwritten signature in cursive script, appearing to read "Larry".

Larry K. Hooper

**ARTICLES OF AMENDMENT
OF
PETS IN DISTRESS OF MIAMI, INC.
Document Number: N05000010037
(A NOT-FOR PROFIT CORPORATION)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THERE ARE NO MEMBERS ENTITLED TO VOTE ON THIS AMENDMENT.

The undersigned Board of DIRECTORS of PETS IN DISTRESS OF MIAMI, INC.
adopt the following Articles of Amendment for such corporation. The
Original Articles of Incorporation filed on SEPTEMBER 19, 2005 are to be maintained
in there entirety and the following Articles are added to them.

ARTICLE XI
501(c)(3) LANGUAGE

PETS IN DISTRESS OF MIAMI, INC.,
is not organized for pecuniary gain or profit, nor shall it have any power to
issue certificates of stock or declare dividends, and no part of its net
earnings shall inure to the benefit of any members, directors, trustees or
individuals, except that PETS IN DISTRESS OF MIAMI, INC.
shall be authorized and empowered to pay a reasonable compensation
for services to employees who render services in furtherance of the purposes
of the Organization. No substantial part of the activities of
PETS IN DISTRESS OF MIAMI, INC, shall be the carrying
on of propaganda or otherwise attempting to influence legislation, and, they
shall not participate in or intervene in (including the publishing or
distribution of statements) a political campaign.

Notwithstanding any other provisions of these articles, PETS IN DISTRESS OF MIAMI, INC, shall not carry on any other activities not permitted to be carried on by:

(a) A corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law or,

(b) A corporation, contributions to which are deductible under Sections 170 (c) (2) and 509 (a) (1) of the Internal revenue code of 1986, or the corresponding provision of any future United States Internal Revenue law.

(c) In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as a organization except under the provisions of Section 501 (c) (3) and 170 of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose, as the directors or trustees of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDING BODY

The names and addresses of the Board of Directors who ascribed to these Articles of Amendment are:

BETTY PLASS, 18491 SW 268TH STREET, HOMESTEAD, FL 33031

JANE DACKS, 8265 SW 140TH AVENUE, MIAMI, FL 33183

YLEANA ESCOBAR, 9778 SW 147TH PLACE, MIAMI, FL 33196

IN WITNESS WHEREOF, the undersigned incorporates have executed these Articles of Incorporation this 23 day of November, 2007


/ Betty Plass

BETTY PLASS, DIRECTOR

/ Jane Dacks

JANE DACKS, DIRECTOR

/ Yleana Escobar

YLEANA ESCOBAR, DIRECTOR

CONFORMED COPY STATEMENT

Name: PETS IN DISTRESS OF MIAMI, INC.

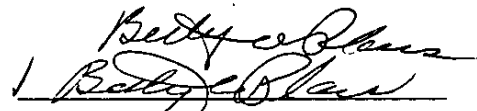
Address: 18491 SW 268TH STREET

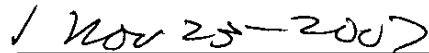
City: HOMESTEAD

State: FLORIDA

Zip: 33031

The attached **ARTICLES OF AMENDMENT** of PETS IN DISTRESS OF MIAMI, INC, are complete and correct copies of the organizational documents which embody all the powers, principles, purposes, functions and other provisions by which the organization currently governs itself.


BETTY PLASS, DIRECTOR



Date