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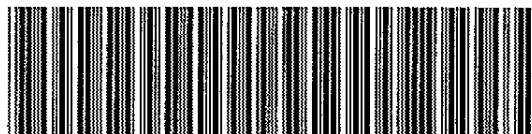
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FILED
SECRETARY OF STATE
07 AUG 20 AM 9:55

August 11, 2007

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

RE: HAILIE'S ANGELS, INC.

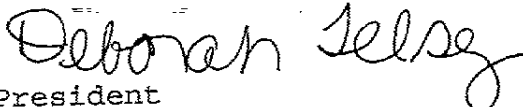
Dear Sirs:

Enclosed are the Articles of Amendment to the Articles of
Incorporation (one original a one copy).

Please return to:

Robert F. Mahoney, P.A.
7777 Glades Road, Suite 209
Boca Raton, FL 33434

Cordially,


President
Deborah L. Telsey

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

HAILIE'S ANGELS, INC.

FILED
SECRETARY OF STATE
07 AUG 20 AM 9:55

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE OF AMENDMENT NO. I

The name of this corporation is HAILIE'S ANGELS, INC.

ARTICLE OF AMENDMENT NO. II

The following Amendment to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Board of Directors on 8/13, 2007. Members are not entitled to vote on the amendments.

ARTICLE OF AMENDMENT NO. III

The Amendments to the Articles of Incorporation are as follows:

ARTICLE III

The purpose for which the corporation is organized is as follows:

A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

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HAILIE'S ANGELS, INC.
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C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

D. Hailie's Angels, Inc. provides funds for specialized medical treatment of animals that have no apparent ownership, to promote pet adoption and to advance responsible pet ownership.

ARTICLE VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

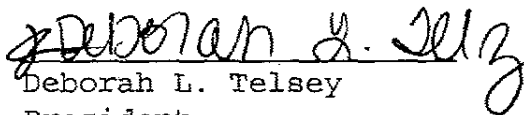
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

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Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation 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, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dated this 16 day of AUG, 2007


Deborah L. Telsey
President