

N06000006506

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MANOS POR PATAS, INC.**

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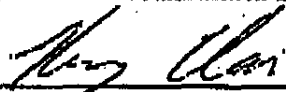
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AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MANOS POR PATAS, INC.

The undersigned corporation, for the purpose of amending and restating its Articles of Incorporation, hereby executes the following Amendment and Restatement of Articles of Incorporation:

1. The name of the corporation is Manos Por Patas, Inc. and the corporation's charter number of N06000006506. The corporation was organized on June 16, 2006.
2. The text of the Amended and Restated Articles of Incorporation which was adopted as of March 12, 2011 is attached hereto as Exhibit A.
3. The amendments to the Articles of Incorporation were approved by a sufficient vote of the Board of Directors of the corporation, and
4. Approval of the Amendments by persons other than the Board of Directors was not required pursuant to Section 617.1007.

In affirmation thereof, the facts stated above are true and correct

	Kerry Clair	President	3/22/11
Authorized Signature	Printed Name	Title	Date

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PETS ALIVE PUERTO RICO, INC.
(FORMERLY KNOWN AS MANOS POR PATAS, INC.)**

In compliance with Chapter 617, Florida Statutes (Not for Profit):

ARTICLE I. NAME

The name of the corporation (hereinafter the "Corporation") shall be Pets Alive Puerto Rico, Inc.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The address, including street and number, of its initial principal office is 17951-E Thelma Avenue, Jupiter, FL, 33458.

ARTICLE III. PURPOSE

The Corporation is organized, and shall be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including to care for stray dogs in Puerto Rico through population control and medical treatment.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, 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 this Article. The corporation 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. Except to the extent permitted by Code Section 501(h), no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. Any other provision of these Articles to the contrary notwithstanding, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Code Section 501(c)(3), (b) by a corporation contributions to which are deductible under Code Section 170(c)(2), and (c) by a corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

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ARTICLE IV. DIRECTORS AND MANNER OF ELECTION

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address, including street and number of the Corporation's initial registered office is 17951-E Thelma Ave., Jupiter, FL 33458, and the name of its initial registered agent at such address is Virginia C. Cornett.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator is Virginia C. Cornett, 17951-E Thelma Ave., Jupiter, FL 33458.

ARTICLE VII. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VIII. MEMBERS

The Corporation shall not have members.

ARTICLE IX. DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to one or more organizations then qualified under Code Section 501(c)(3) selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Code Section 501(c)(3)

ARTICLE X. AMENDMENTS

Except as provided, any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Statutes and the Bylaws of the Corporation.

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ARTICLE XI. INCONSISTENT PROVISIONS

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restated Articles of Incorporation shall prevail.

ARTICLE XII. This Amended and Restated Articles of Incorporation was adopted on March 12, 2011 by the Board of Directors of the Corporation.

ARTICLE XIII. There are no members or members entitled to vote on the amendments. This Amendment and Restated Articles of Incorporation was adopted by the Board of Directors.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on March 12, 2011.


Kerry Clair
President

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