

Division of Corporations

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MAJICAL MINIATURES AND THE CAT'S CRADLE, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
MAJICAL MINIATURES AND THE CAT'S CRADLE, INC.**

The Articles of Incorporation of Majical Miniatures and The Cat's Cradle, Inc. (the "corporation"), a Florida not-for-profit corporation, formed on December 20, 2006, and assigned document number N06000012931, are hereby amended by striking Article III in its entirety and replacing in its stead the following, striking Article V in its entirety and replacing in its stead the following, and by adding Article IX:

ARTICLE III

The purposes for which the corporation is organized are exclusively charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The primary purpose of the corporation shall be for charitable care, feeding, and medical treatment to abandoned and abused animals and to support organizations described in Section 501(c)(3) and 501(a) of the Code that promote the rescue and care of abandoned animals.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, directors, 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 herein. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal

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Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

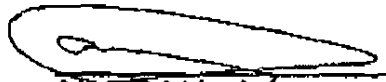
The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the registered agent of this corporation at that address is Susan Barrett Hecker.

ARTICLE IX

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 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) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose.

There are no members or members entitled to vote on this amendment. This amendment was approved and adopted by written consent of the Board of Directors.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.


Ariana Saint Jennings
Its President

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of Majical Miniatures and The Cat's Cradle, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.


Susan Barrett Hecker
Registered Agent