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400 PAWS, INC.**

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FEB 28 2014

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
400 PAWS, INC.
A Corporation Not for Profit
Document No. N1400000615

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Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: To correct the names of the initial Board of Directors of the corporation, Item 11 is deleted in its entirety and replaced with the following Adopted Amendment:

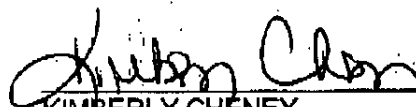
"11. Initial Board of Directors: The general management of the Corporation shall be managed by a Board of Directors, the number of members of which shall be five (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The names of the initial directors of this Corporation who shall act until their successors are duly chosen and qualified are as follows:

Kimberly Cheney
Lauren Gentry
Lorie Grefski
Cindy Williams
Ronl Barry

SECOND: The adoption of this amendment is made effective as of January 21, 2014.

THIRD: Adoption of Amendment: There are currently no members of this corporation. The amendment was unanimously approved by the Board of Directors of the corporation on January 21, 2014.

Signed this 26th day of February, 2014.



KIMBERLY CHENEY
Its: Chief Executive Officer

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