

P000000003933

- BARRY M. GLENN
- PAUL E. BERG
- WALTER W. BLENNER

GLENN, BERG
& BLENNER
ATTORNEYS AND COUNSELORS AT LAW

2708 Alternate 19 N., Suite 701
Palm Harbor, Florida 34683
Telephone: (727) 786-5866
Fax: (727) 784-3263

• Also Admitted in Colorado

REPLY TO PALM HARBOR

March 9, 2001

Secretary of State-Div. of Corp.
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 12 AM 10:03

Re: ARTICLES OF AMENDMENT OF Puppies Paradise, Inc.

Dear Sir or Madam:

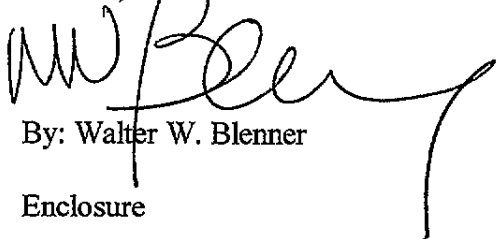
Enclosed herein, please find an original Articles of Amendment of the above referenced corporation, as well as a copy of the Articles of Amendment for return to our office.

We are also enclosing our law firm check in the amount of \$35.00 to cover the cost of filing these Articles.

If you have any further questions or comments, please do not hesitate to contact me directly.

Very truly yours,

GLENN, BERG & BLENNER


By: Walter W. Blenner
Enclosure

400003830634--2
-03/12/01--01091--003
*****35.00 *****35.00

Amend.

V. SHEPARD MAR 19 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 12 AM 10:03

ARTICLES OF AMENDMENT

OF

PUPPIES PARADISE, INC.

The undersigned President of PUPPIES PARADISE, INC., hereby files these Articles of Amendment, to notify and acknowledge the resignation of the officer and director:

JANET O'CONNOR, as Director and President,

and to include the new elected officer of the corporation:

DEBORAH S. ROBERTS, as Director and President/Secretary and Treasurer

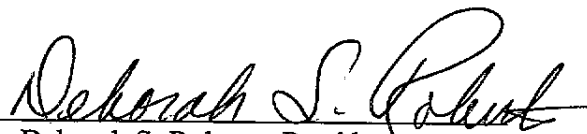
The principal place of business for the corporation shall remain:

4955 Harbor Woods Drive
Palm Harbor, Florida 34683

The registered agent shall remain Walter W. Blenner, Esq., the law offices of Glenn, Berg & Blenner located at 2708 Alt. 19 North, Suite 701, Palm Harbor, FL 34683.

This Amendment has been ratified by all of the shareholders of the corporation on December 31, 2000, and documented by Minutes of a Special Meeting, Ratification of Minutes, and Waiver of Further Notice on that same date.

IN WITNESS WHEREOF, the undersigned, as the President of the above-named Corporation, does hereby subscribe my name and acknowledge the execution of the same on this 31st day of December, 2000.


By: Deborah S. Roberts, President