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LAW OFFICES OF ARMANDO E. ROSAL

P.O. Box 2830
Melbourne, Florida 32902
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February 28, 2000

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

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-04/17/00--01006--015
*****35.00 *****35.00

Re: Laptopdog, Inc.
Articles of Amendment

Dear Sir/Madam:

Please be advised that this office represents Laptopdogs with regard to the amendment enclosed. Enclosed is \$35.00 for the filing fee. Kindly file the enclosed document and forward a copy to this office as soon as convenient.

Thank you for your courtesy and cooperation. If you should have any questions, please do not hesitate to contact this office.

Sincerely,


Armando E. Rosal

encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 PM 5:19

Name Charge
NFS
4-20-2000

**ARTICLES OF ADMENDMENT
TO
ARTICLES OF INCORPORATION
OF LAPTOPDOG, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 14 PM 5:19

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

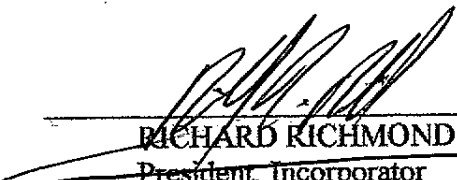
First:

The name of the corporation shall be changed to **LaptopDogs.com, Inc.** The articles of incorporation shall reflect this change, as well as, all records with the Florida Secretary of State.

Second:

The date of adoption for the name change is February 25, 2000. The amendment/change to the corporation name was approved by the incorporators with out shareholder action and shareholder action was not required.

Dated: 4/11/00


RICHARD RICHMOND
President, Incorporator