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June 3, 2000

Division of Corporations
P.o. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Dear Representative:

Please find the Articles of Amendment for Planet Dog, Inc., a Florida corporation along with a check to cover the filing fee plus certified copy fee.

We respectfully request that the Division of Corporations amend this corporation's name to Totally Dog, Inc. effective June 15, 2000.

Please mail the certified copy of the amendment to my attention to the address listed above.

If you have any questions, please call me at (561) 395-2672.

Sincerely,

Jennifer Smith, CPA

Jennifer R. Smith
Certified Public Accountant

Enclosures

FILED
00 JUN 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KPD
6/15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PLANET DOG, INC.
(Document No: P00000041049)

FILED
00 JUN 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendment(s) adopted:

Article I is hereby being amended to change the name of the corporation to:

Totally Dog, Inc.

SECOND: There shall be an exchange of an equal amount issued shares of Planet Dog, Inc. for shares in Totally Dog, Inc.

THIRD: The date of the amendment's adoption is June 15, 2000:

FOURTH: Adoption of Amendment(s):

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment('s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this ____ day of June 6, 2000

Signature Elena Lopez de Mesa
Elena Lopez de Mesa, President