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October 17, 2000

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Secretary of State
Division of Corporations
Attn: Amendment Section
P.O.Box 6327
Tallahassee, FL 32314

00 OCT 19 PM 1:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to Articles of Incorporation of
PET TRAVEL, INC.

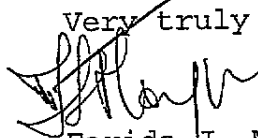
Dear Sir/Madam:

I have enclosed the following:

1. Articles of Amendment to Articles of Incorporation of Pet Travel, Inc. duly executed by Gerald M. Hatfield, President; and
2. Our firm check number 1979 in the amount of \$35.00.

Should you have any questions with reference to this matter, please feel free to contact our office. Thank you.

Very truly yours,



Farida J. Major
Secretary to
RANDY R. FREEDMAN

/fjm

Enclosures

Amendnc

T. LEWIS OCT 26 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PET TRAVEL, INC.**

FILED
00 OCT 19 PM 1:13
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:

- A. Article One of the original Articles of Incorporation is hereby amended to reflect that the name of the corporation shall be **PupWup.com, Inc.**
- B. Article Nine of the original Articles of Incorporation is hereby amended to reflect that the new address of the corporation shall be **1313 Seabreeze Boulevard, Fort Lauderdale, Florida, 33316.**
- C. The name and address of the new registered agent and office shall be **Gerald M. Hatfield, 1313 Seabreeze Boulevard, Fort Lauderdale, FL 33316.**
- D. Article IV of the original Articles of Incorporation is hereby amended to reflect that the number of shares of stock that this corporation is authorized to have outstanding at any one time shall be increased from 1,000,000 to 10,000,000.

SECOND: The date of each of the aforementioned amendment adoptions was September 14, 2000.

THIRD: Adoption of amendments:

- A. The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

FOURTH: The date of incorporation/qualification is **Document number P00000052465.**

SIGNED this 12th day of October, 2000.


GERALD M. HATFIELD, President