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Puppy Magic, Inc 6810 S.W 196th Ave Pembroke Pines, FL 33332 (954) 434-6110 (954) 434-6066 Fax

December 22, 2002

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

Re: Articles of Amendment of Puppy Magic, Inc.

Isabel Rustina Moreno

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 a check in the amount of \$35.00 to cover the cost of filling these Articles.

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

Very truly yours,

Isabel C. Moreno Puppy Magic, Inc

Vice- President

Enclosure



FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

January 17, 2003

ISABEL MORENO 6810 S.W. 196TH AVENUE PEMBROKE PINES, FL 33332

SUBJECT: PUPPY MAGIC, INC. Ref. Number: P01000070618

We have received your document for PUPPY MAGIC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Registered Agent is changing, please add the amended Article to you document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain **Document Specialist**

Letter Number: 703A00002637

ARTICLE OF AMENDMENT OF

PUPPY MAGIC, INC

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

First:

Amendment (s) adopted: (indicate article number (s) being

amended, added or deleted).

Article VII:

This article is being amended by deleting one director; TOMAS L. WALKER resigns as Director and President, and to include the new elected officer of the corporation; ISABEL C. MORENO, as

Director and President.

This article is being amended by adding two directors; ISABEL C. MORENO as Director and President. And Carlos Mario Moreno as

Director and vice-President.

Article X:

This article is being amended by assigning capital stock:

Tomas L. Walker assigns (50) shares or 50% of his capital stock to Isabel C. Moreno. And (50) shares or 50% of his capital stock to

Carlos M. Moreno.

Second:

The date of each amendment's adoption:

DECEMBER 22, 2002

Third:

The incorporators without shareholder action adopted the

amendment (s) and shareholder action was not required.

Sign this 22nd day of December 2002

By:

Sonas L. Wde

(Chairman or vice chairman of the board of directors, president or other officer if adopted by the shareholders)

Tomas, L. Walker Incorporator Director