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Law Offices ALLAN M. LERNER

A Professional Association

2888 East Oakland Park Boulevard Fort Lauderdale, Florida 33306 Telephone:(954)563-8111 Facsimile: (954)563-8522 E.Mail: AMLRWP@AOL.com

October 30, 2002

Via UPS Overnight

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Pet Food Limited Colorado, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of Pet Food Limited Colorado, Inc.'s Amendment to the Articles of Incorporation along with a check for \$35.00. Please return a stamped copy of the filed amendment to my attention in the self addressed stamped envelope provided.

If you require further information or documentation please do not hesitate to contact the undersigned.

Very truly yours,

Audrey J. Nadler

Paralegal

ajn

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FI ORMA

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AMENDMENT TO THE ARTICLES OF INCORPORATION OF PET FOOD LIMITED COLORADO, INC.

The undersigned President of Pet Food Limited Colorado, Inc. hereby files that amendment to these Articles of Incorporation as follows:

- 1. Name of Corporation Pet Food Limited Colorado, Inc..
- 2. Article IV is hereby amended to read as follows:

ARTICLE III CAPITAL STOCK

The aggregate number of shares of Class A Common Stock this Corporation shall have the authorization to issue shall be 1,000 shares, \$0.001 par value.

The aggregate number of shares of Class B common stock this corporation shall have the authorization to issue shall be 1,000 shares, \$0.001 par value, which shall not be entitled to voting rights.

- 3. Date of Amendment Adoption October 16, 2002.
- 4. Shareholder Approval. By written consent, the votes cast were sufficient for approval of the amendments.
- 5. All other terms of the Articles of Incorporation are hereby ratified in their entirety.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2/ day of October, 2002.

PET FOOD LIMITED COLORADO, INC

Bern M. Levine, President

STATE OF FLORIDA) SS: COUNTY OF MIAMI DADE)

Before me, a notary public, authorized to take acknowledgments in the State and County set forth above personally appeared Bern M. Levine, to me personally known, who executed the foregoing Amendment to the Articles of Incorporation and that he acknowledged before me that he executed this Amendment, and who did not take an oath.

In witness where of I have hereunto set my hand and affixed my official seal in the State and County aforesaid on October 21, 2002.

Notary Public

Type/Printed Name of Notary Public:
My Commission Expires:

Zeida Garcia My Commission DE030697 Expires June 03, 2005