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From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346

CENED FR 3:3

-BASIC AMENDMENT

AAA KENNEL CLUB, INC.

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9/8/04 3:30 PM

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

AAA KENNEL CLUB, INC.

(present name)

(Document Number of Corporation (If known)

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: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE V: OFFICER/DIRECTORS

DELETE: GISSELLE FRIAS(PRES_TREAS)
2700 SW 27TH AVE.
MIAMI, FL 33133

ADD: LUIS FRIAS(PRES-TREAS) 2700 SW 27TH AVE. MIAMI, FL 33133



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

		00/07/04
THIRL): (The date of each amendment's adoption: 09/07/04
		Adoption of Amendment(s) (CHECK ONE)
	Ø	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
		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 •7 day of SEPTEMBER 2004
> Signatur	· ·e	Listelle Quit
,		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR.
		(By a director if adopted by the directors)
		QR.
		(By an incorporator if adopted by the incorporators)
		CISSELLE FRIAS (Typed or printed name)
		X PRESIDENT-TREASURER
		(Tide)