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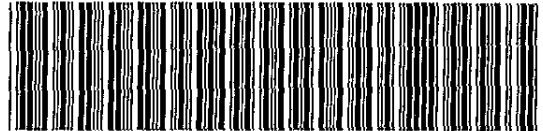
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/10/03

GREENBERG & LIEBERMAN

ATTORNEYS AT LAW

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Of Counsel
Honorable John Anderson

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November 20, 2003

Clerk
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment
Document #P3000102451
Client/Matter: 2023/08212003

Dear Sir/Madam:

Enclosed are two (2) copies of the Articles of Amendment to the Articles of Incorporation for ISMARTPUPPY, INC. Also enclosed is a Check in the amount of \$43.50 made payable to the State Corporation Commission for the filing of the document and one (1) certified copy.

If you have questions, please contact me by calling 301-588-8393.

Thank you for your time and attention to this matter.

Sincerely,



Cheryl E. Goldschmitt
Paralegal

Enclosures

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
1 SMARTPUPPY, INC.

Document # P03000102451

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes. This Florida profit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ARTICLE IV is hereby amended as follows:

ARTICLE IV: The Corporation has the authority to issue one (1) share of common stock without par value.

SECOND: The amendment of ARTICLE IV was adopted on October 28, 2003.

THIRD: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 18th day of November, 2003.

Signature: 

Meyer Baron

Director

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
1 (SMART PUPPY, INC.

I, THE UNDERSIGNED, being all of the Directors of SMART PUPPY, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), hereby consent to and adopt the following resolutions in conformity with Section 607.0821 of the Florida Business Corporation Act, with the same force and effect as if such resolutions had been duly adopted at a meeting of the Board of Directors of the Corporation duly called and convened for such purpose on October 28, 2003, with a full quorum present and acting throughout:

WHEREAS, the Board of Directors (the "Board") of the Corporation deems it in the best interests of the Corporation to amend its Articles of Incorporation to change the authority to issue stock; and

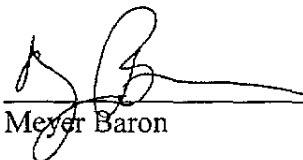
WHEREAS, the Board has reviewed *Articles of Amendment to the Articles of Incorporation* to effect the stock change.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Amendment to the Articles of Incorporation presented to and reviewed by the Board attached hereto as **Exhibit A**, be and hereby is approved and adopted, and be inserted in the minute book of the Corporation; and be it

FURTHER RESOLVED, that the Board is here authorized and instructed to take such actions as it shall deem necessary and appropriate to file said Articles of Amendment; and be it

FURTHER RESOLVED, that the officers of the Corporation, or any of them, hereby are authorized and directed to take any and all other action which may be necessary and desirable to effectuate the transactions approved by the foregoing resolutions, and their acts and deeds in so doing shall be conclusively presumed to be the acts and deeds of the Corporation.

Directors



Meyer Baron